BEN REILLY
SPIDER-MAN

"This book reminds people that Ben Reilly has always been worthy of the name Spider-Man"
—AIPT

DeMATTEIS
BALDEÓN
SILVA

MARVEL

"There's really nothing I can say to accurately describe just how gorgeous [Baldeón's] art is." – Comic Watch

JOURNEY BACK IN TIME TO ANOTHER SENSATIONAL ERA OF

SPIDEY STORYTELLING!

IN THE PROUD TRADITION OF *SYMBIOTE SPIDER-MAN* comes a brand-new tale starring Peter Parker's clone Ben Reilly, set during his first stint as Spider-Man! When a mysterious figure from the past crawls his way back into Ben's life, does the foreboding Ravencroft Institute hold the key to their identity? And after five years living on the road, followed by the madness of the Clone Saga, can Ben truly handle what it means to be Spider-Man? He'll have to learn quickly when he faces a gauntlet of his most fearsome foes! Legendary scribe J.M. DeMatteis and kinetic artist David Baldeón return readers to a tumultuous time in comic books – when Ben Reilly, not Peter Parker, was the one true Spider-Man!

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MARVEL

COLLECTING ***BEN REILLY: SPIDER-MAN #1-5*** –
BY J.M. DeMATTEIS, DAVID BALDEÓN AND ISRAEL SILVA.

BEN REILLY
SPIDER-MAN

PETER PARKER was bitten by a radioactive spider and gained the proportional speed, strength, and agility of a SPIDER, adhesive fingertips and toes, and the unique precognitive awareness of danger called **"SPIDER-SENSE"**! After the tragic death of his Uncle Ben, Peter understood that with great power there must also come great responsibility. He became the crimefighting super hero called SPIDER-MAN!

Years later, after an altercation with the villain the Jackal, Peter was cloned. This clone lived a separate life for years, until returning to New York City to take up the mantle when he learned that he was the real, original Peter Parker. He is sensational, he is...

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BEN REILLY SPIDER-MAN

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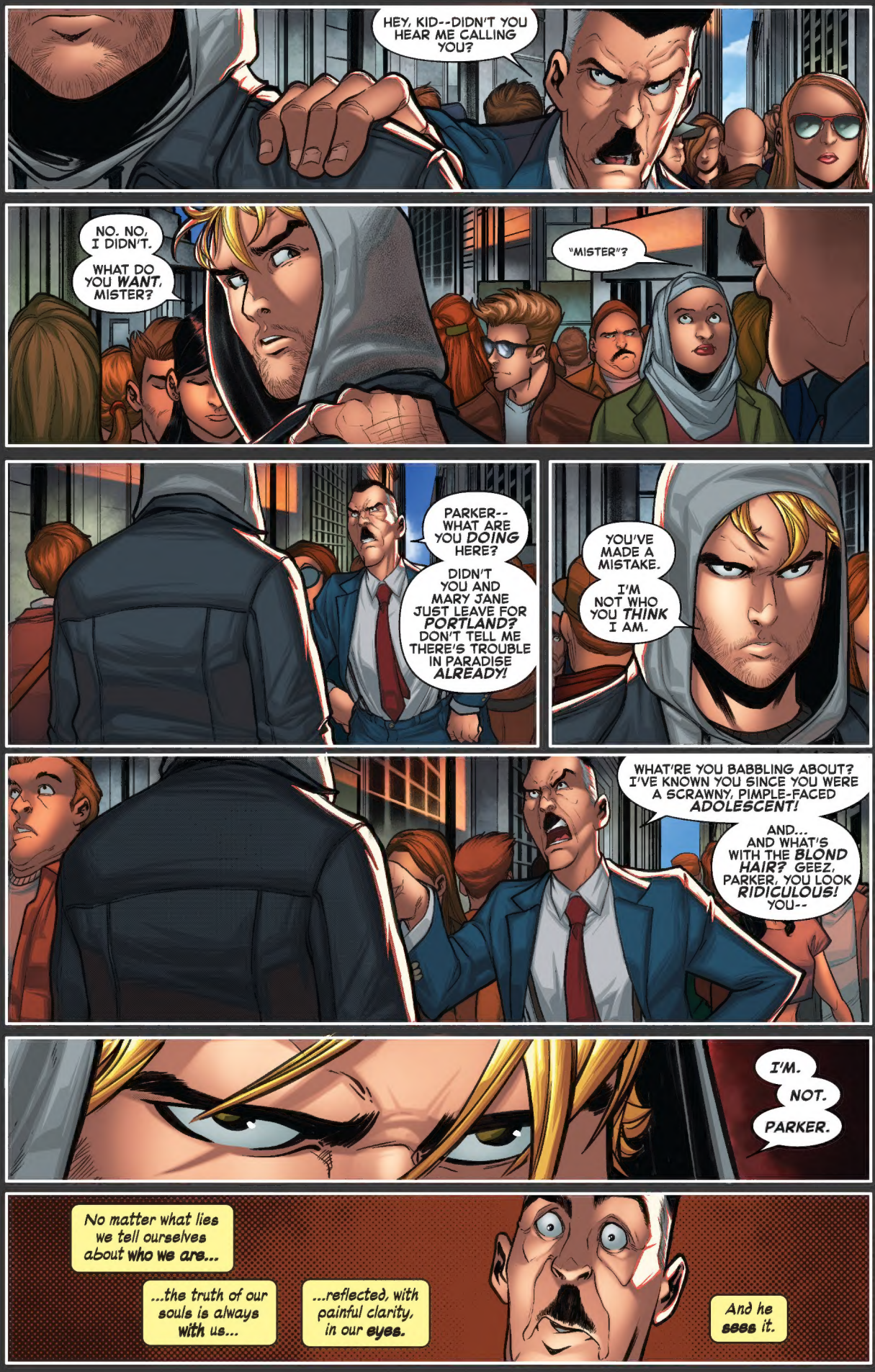
#1

YEARS AGO...
I walk the New York streets, swept up in the flood of people rushing nowhere, everywhere...
...so lost in their own lives and concerns that they rarely look up, rarely notice the places, the faces, around them.
And yet, I feel a strange sense of community as I wend my way downtown. I don't know, don't recognize, a single person that passes me.
But I don't feel alone.
How could anyone feel alone in this extraordinary city?
It vibrates with energy, with life, in a way no other place I've visited does.
And I've visited my share: across this country...
...and across the world.
But this is where I was born. This is home.
And I'm content to be just another face in the crowd:
Hood up, head down.
PARKER...?
Anonymous.
PARKER!
PALACE RESTAURANT
LUNCH · DINNER · COCKTAILS


HEY, KID--DIDN'T YOU HEAR ME CALLING YOU?
NO. NO, I DIDN'T.
WHAT DO YOU WANT, MISTER?
"MISTER"?
PARKER--WHAT ARE YOU DOING HERE?
DIDN'T YOU AND MARY JANE JUST LEAVE FOR PORTLAND? DON'T TELL ME THERE'S TROUBLE IN PARADISE ALREADY!
YOU'VE MADE A MISTAKE.
I'M NOT WHO YOU THINK I AM.
WHAT'RE YOU BABBLING ABOUT? I'VE KNOWN YOU SINCE YOU WERE A SCRAWNY, PIMPLE-FACED ADOLESCENT!
AND... AND WHAT'S WITH THE BLOND HAIR? GEEZ, PARKER, YOU LOOK RIDICULOUS! YOU--
I'M. NOT. PARKER.
No matter what lies we tell ourselves about who we are...
...the truth of our souls is always with us...
...reflected, with painful clarity, in our eyes.
And he sees it.

Mumbles awkward apologies. Wonders how he could have ever mistaken me for Peter Parker.
I just shrug and turn, leaving the great J. Jonah Jameson standing there with his big, fat mouth hanging open...
...and taking no small amount of pleasure in his discomfort.
But the pleasure passes quickly.
However much he irritated me--and irritation may be too small a word--Jonah was once an important part of my life.
One thread in the intricate tapestry that defined me. No, not me: him.
Parker.
But, after five long years on the road, that name, that life, is behind me now. So far behind that it seems like a dream.
I may have been Peter Parker once. But I'm Ben Reilly now.
...EACH OF THE VICTIMS MURDERED WHILE ON A FIRST DATE. POLICE ARE BAFFLED, AS THERE'S NO APPARENT CONNECTION BETWEEN--
And I always will be.
But the problem is...
...I don't know who Ben Reilly is.

Five years ago, I discovered I was Parker's clone:
a bargain-basement knockoff of a human being created by Miles Warren--the Jackal.
A living weapon in his war against Parker's alter ego, Spider-Man.
Everything I'd ever known, felt, believed, experienced: All of it was a lie.
So I turned my back on Parker's world--taking his uncle's first name and his aunt's maiden name (my only concession to the past)--got on a motorcycle and rode west.
I lived a dozen, a hundred, lives, as I crossed America. Made my way to Europe, Asia. But no matter how desperately I tried to make Reilly into a man instead of a manneguin...
...I failed.
At least until I met Janine. Her love was the only thing that seemed real in the shadow world I inhabited. But even that was eventually lost to me.
No, one other thing was horribly real: my "brother"--my fellow clone, Kaine--whose entire existence seemed focused on destroying mine.
Now Janine and Kaine are both in prison. And me?
These past few months, my life was upended again by two staggering events: the death of the aunt whose memory gave me so much solace during my years away...
...and the discovery that the person we all believed was Peter was the clone. And I...
ALL OF THIS IS DETAILED IN THE CLASSIC SPIDER-MAN CLONE SAGA. --DANNY

...was the true Peter Parker.
But I couldn't just step into a life that was no longer mine. I wasn't Peter. He and Mary Jane were expecting their first child.
RAVENCROFT BREAKOUT
So off they went to Portland (and I pray they find the happily ever after they deserve), while I...
That is the question--right, Hamlet? What do I do?
Sure, it's great to be back in NYC. Great to be Spider-Man again: swinging over the streets, taking down the bad guys. Now, that's a life I understand.
...MALCOLM McBRIDE--ALSO KNOWN AS CARRION--ESCAPED LAST NIGHT FROM THE RAVENCROFT INSTITUTE--
But Reilly's life? I'm just a ghost--haunting myself.
And, sometimes, late at night, I can't help wondering: What if they were wrong?
What if I'm not the real one? What if I am some inhuman monster, birthed in a chemical stew? What--?
REPORTS ARE COMING IN ABOUT A BATTLE BETWEEN CARRION AND LOCAL POLICE--
--AT THE UNITY CEMETERY IN QUEENS. NO CASUALTIES HAVE BEEN REPORTED YET--
--BUT AUTHORITIES FEAR THE WORST.
BREAKOUT · CARRION ON THE

This is more like it!
When I slip on the mask, slap on the web-shooters, I know exactly who I am. What's expected of me.
And I'm happy.
Happy--because there's a homicidal maniac on the loose? Is that the person I've become?
No. That's not it. I'm happy because, as Spider-Man, I can find the meaning and purpose I'm missing.
Because I know I can make a positive difference in the world.
There were times in the past, in that dream-life I lived before, when I thought being Spider-Man was a curse. But now I see, so clearly...

...that it's a blessing.
LOOK AROUND YOU AT THIS SEA OF TOMBSTONES.
THIS OCEAN OF ROT AND DISSOLUTION.
FROM THE MOMENT WE TAKE OUR FIRST BREATH-- THIS IS THE FATE THAT AWAITS US ALL.
DO YOU SEE HOW I MAKE MY BODY INTANGIBLE? HOW YOUR BULLETS PASS HARMLESSLY THROUGH ME?
BLAM! BLAM!
NOTHING CAN STOP ME. I AM AS INEVITABLE--
--AS DEATH ITSELF.
P-PLEASE... PLEASE! I'VE GOT A WIFE... KIDS!
FAMILY? AN ILLUSORY BOND TO GIVE MEANING TO A MEANINGLESS EXISTENCE. STILL, I HOPE THEY MOURN YOU--
--WHEN YOU'RE MOLDERING IN YOUR GRAVE.
SNNNNNNNN
AAHHHH--!
The officer falls back--whimpering, weeping. Lost in some inexpressible agony.
And that seems to be Carrion's specialty.
SPOW!
Malcolm McBride was a science major at ESU, devoted to his widowed mother--until the Carrion virus turned him into a walking plague.
One thought can devour a person's psyche. One touch can disintegrate human flesh.

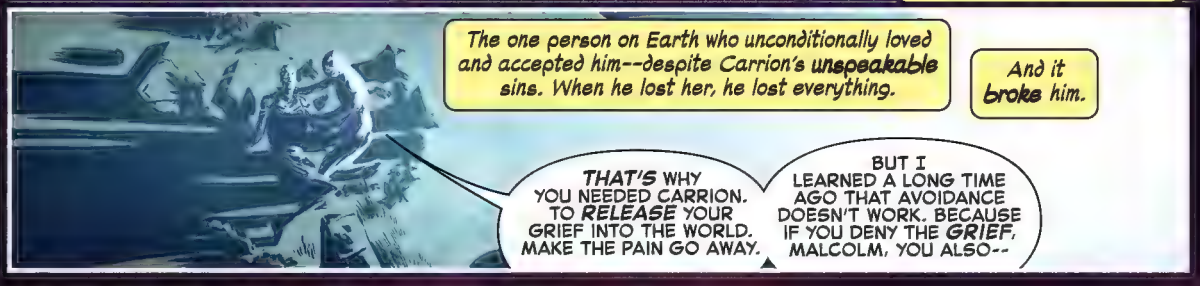
So, given his murderous history...
REMEMBER ME, CARRION?
....why aren't these police officers already dead?
SPIDER-MAN-- MY OLD ENEMY!
N-NO, HE'S MY FRIEND. HE TRIED TO HELP ME. I--
I DESPISE YOU!
Some spark of Malcolm's consciousness must be alive in there...
...struggling to keep Carrion in check.
KEEP FIGHTING, MALCOLM! DON'T LET HIM CONTROL YOU!
I...I DON'T WANT CARRION TO KILL ANYONE! BUT I NEED HIM TO--
YOU DON'T NEED HIM! HE'S A DISEASE--EATING AWAY AT YOU!
B-BUT DON'T YOU SEE? CARRION... HE PROTECTS ME! HE--
I'LL PROTECT YOU! I'LL KEEP YOU SAFE!
NO! I'LL NEVER SURVIVE WITHOUT HIM! I'LL NEVER--
MALCOLM...?
--IS GONE!
DO YOU UNDERSTAND NOW, SPIDER-MAN?
I HAVEN'T FORCED MY WAY BACK.

HE INVITED ME!
I feel his hands on me--and wait for my flesh to burn.
But it's not my body he's after.
It's my mind.
A telepathic flood of grief. A tsunami of unbearable sorrow.
(I'm drowning!)
Is it my grief or Malcolm's? My sorrow or his?
(Drowning!)
My psyche fragments like a shattered mirror. The pieces float away.
...NO...
(Drowning!)
NO!

STAY THE HELL--
OUT OF
KOOM!
MY
1000M!
HEAD!
KRAAAK!
Easy, Reilly. Take a breath. Don't react: think!
If Carrion wanted you dead, you'd be dead. And those cops would be too.
But it's not death he's after. It's the emotions. The grief. He's in pain--and he can't bear it. Can't contain it. So he's sharing it...

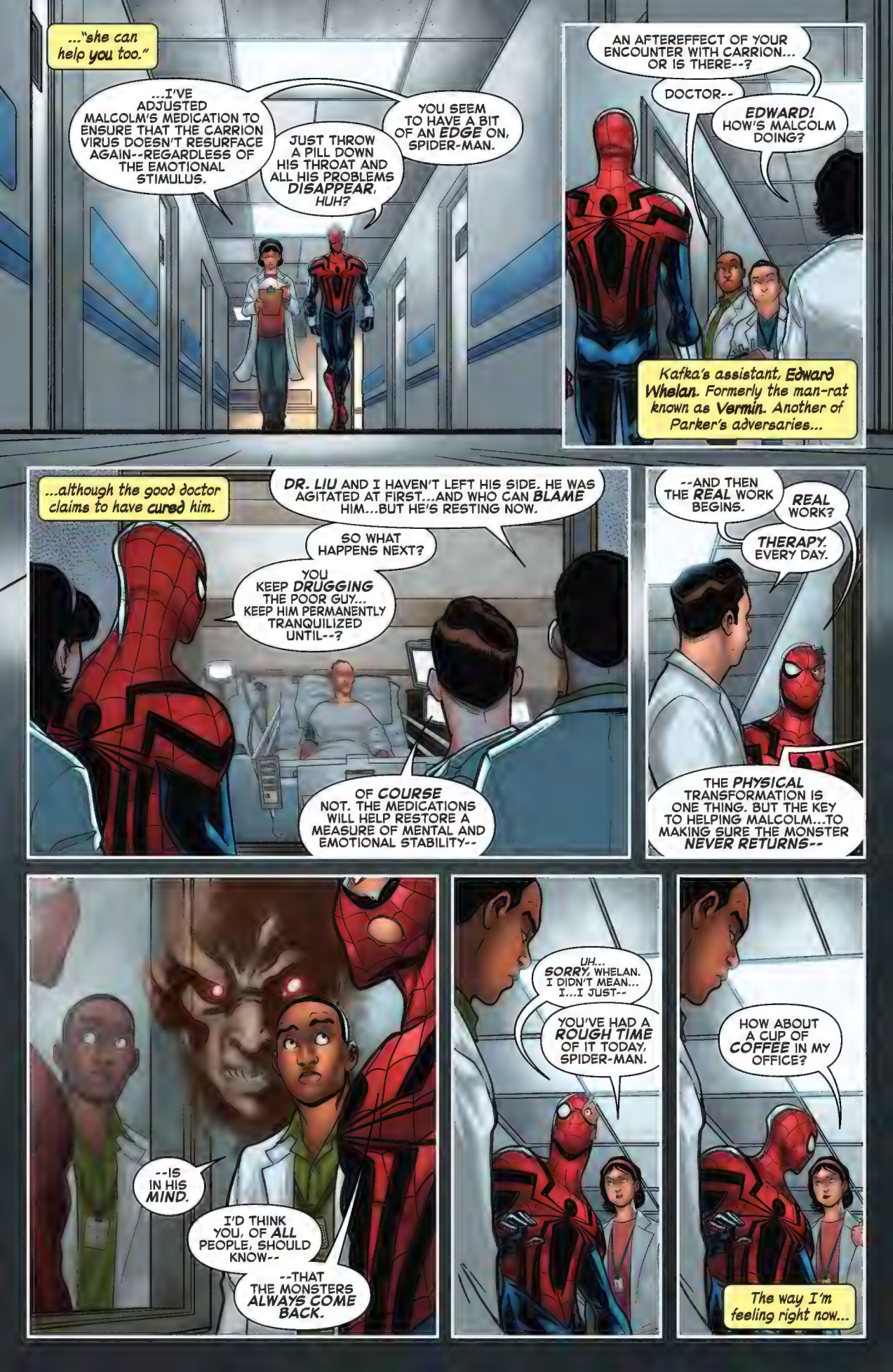
...in the only way he knows how.
WHAT IS IT, MALCOLM?
WHAT'S HURT YOU SO MUCH THAT YOU HAD TO CALL CARRION OUT TO PROTECT YOU?
SHOW ME, MALCOLM.
SHOW ME!
It's a terrible risk, opening my mind like this. Allowing him in.
But if he's suffering, if I can help him...
I...I'M AFRAID I HAVE BAD NEWS, MALCOLM.
WHAT IS IT, DOCTOR...?
(No! This is too much!)
...it's worth it.
YOUR MOTHER.
SHE'S HAD A STROKE.
BUT...BUT SHE'S OKAY, RIGHT?
Let it in. All of it.
(Too much!)
SHE'S DEAD.
For Malcolm's sake...

...let it in.
THANK YOU.
Beatrice McBride was the only family Malcolm had.


The one person on Earth who unconditionally loved and accepted him--despite Carrion's unspeakable sins. When he lost her, he lost everything.
And it broke him.
THAT'S WHY YOU NEEDED CARRION. TO RELEASE YOUR GRIEF INTO THE WORLD. MAKE THE PAIN GO AWAY.
BUT I LEARNED A LONG TIME AGO THAT AVOIDANCE DOESN'T WORK. BECAUSE IF YOU DENY THE GRIEF, MALCOLM, YOU ALSO--

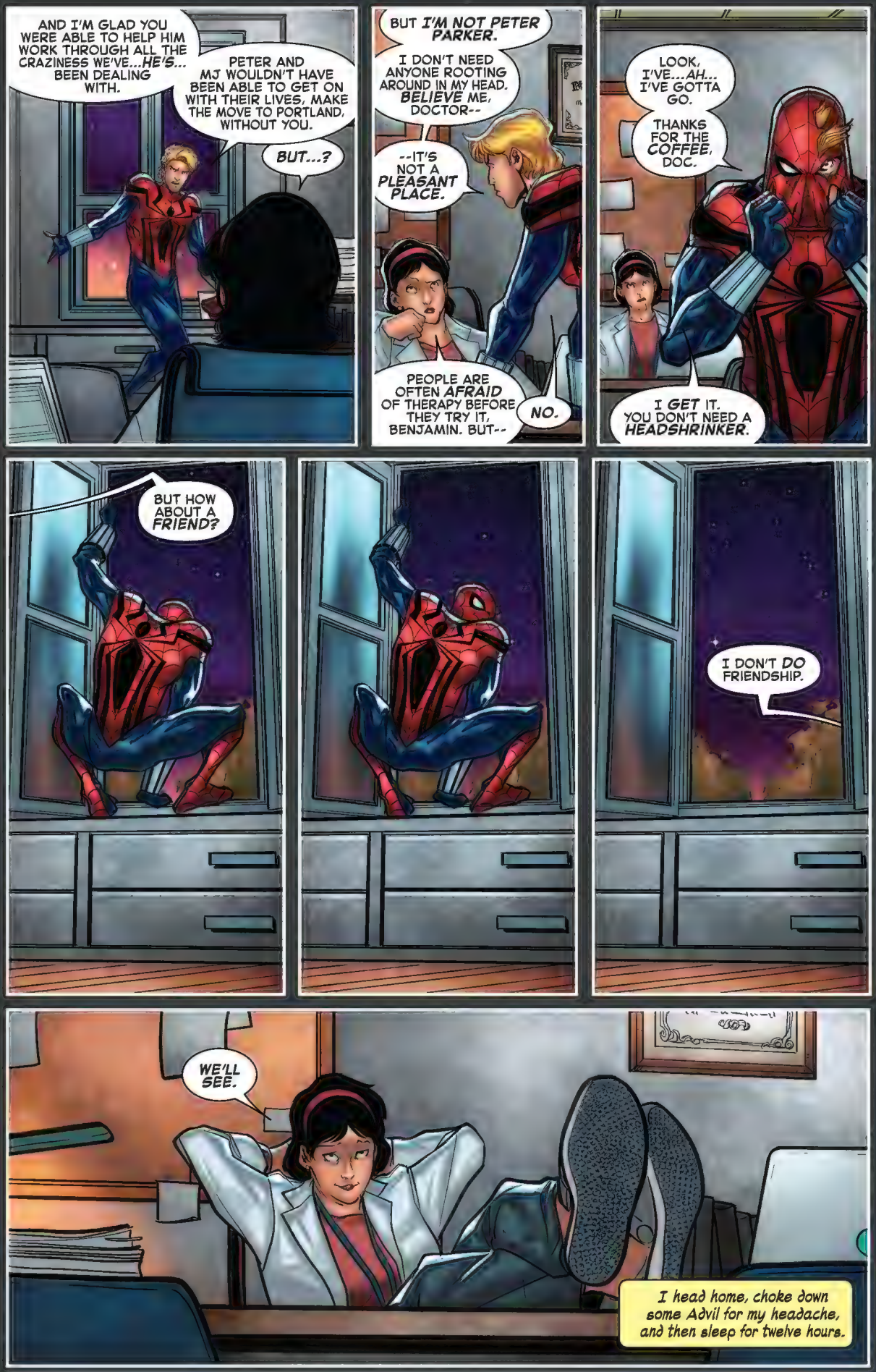
--DENY THE LOVE.
BEAUTIFULLY SAID, SPIDER-MAN.
IF YOU EVER GET TIRED OF RUNNING AROUND IN TIGHTS--
--YOU'D MAKE A DAMN GOOD THERAPIST.
Ashley Kafka...

...director of the Ravencroft Institute for the Criminally Insane.
A woman devoted to healing people that society would dismiss as corrupt. Depraved. Beyond hope.
Peter told me about her. How she'd helped him through some difficult times. "And maybe," he said...


...she can help you too."
...I've adjusted Malcolm's medication to ensure that the Carrion virus doesn't resurface again--regardless of the emotional stimulus.
Just throw a pill down his throat and all his problems DISAPPEAR, huh?
You seem to have a bit of an EDGE on, Spider-Man.
An aftereffect of your encounter with Carrion... or is there--?
Doctor--
EDWARD! How's Malcolm doing?
Kafka's assistant, Edward Whelan. Formerly the man-rat known as Vermin. Another of Parker's adversaries...
...although the good doctor claims to have cured him.
DR. LIU and I haven't left his side. He was agitated at first...and who can BLAME him...but he's resting now.
So what happens next?
You keep DRUGGING the poor guy... keep him permanently tranquilized until--?
Of COURSE not. The medications will help restore a measure of mental and emotional stability--
--and then the REAL work begins.
REAL work?
THERAPY. Every day.
The PHYSICAL transformation is one thing. But the key to helping Malcolm...to making sure the monster NEVER RETURNS--
--is in his MIND.
I'd think you, of ALL people, should know--
--that the monsters ALWAYS COME BACK.
Uh... SORRY, Whelan. I didn't mean... I...I just--
You've had a ROUGH TIME of it today, Spider-Man.
How about a cup of COFFEE in my office?
The way I'm feeling right now...

...I don't think a gallon of coffee would help.
...IT'S BEEN LOVELY, JOSHUA. THE DINNER. THE PLAY.
AND THANKS FOR WALKING ME UP. THIS TIME OF NIGHT, YOU NEVER REALLY KNOW WHO'S--
THE NIGHT DOESN'T HAVE TO END JUST YET, GAIL.
IT'S... IT'S LATE. AND I HAVE WORK IN THE MORNING.
BUT I HAD A TERRIFIC TIME. I REALLY DID.
TRUTH IS, I'VE MET SO MANY JERKS ON DATING WEBSITES I WAS READY TO GIVE UP HOPE.
BUT NOW THAT I'VE MET YOU... WELL--
--MAYBE IT'S NOT SO HOPELESS AFTER ALL.
AH, BUT IT IS, MY DEAR. UTTERLY, IRREVOCABLY--
SLAM!
--HOPELESS.
With so many homicidal maniacs locked up here at Ravencroft...

...my spider-sense is buzzing so hard I'm getting a migraine.
...DR. LIU HAS BEEN A VALUABLE ADDITION TO OUR STAFF. HE'S ONE OF THE TOP CRIMINAL PSYCHOLOGISTS IN THE COUNTRY AND--
AND WHAT? THE TWO OF YOU ARE GOING TO CURE THEM ALL?
C'MON, DOC-- YOU KNOW THAT'S NOT THE WAY IT WORKS WITH THESE SUPER VILLAINS.
"SUPER VILLAIN" IS A CONVENIENT--AND FAIRLY TOXIC-- WAY TO LABEL A HUMAN BEING.
AND YOU DIDN'T SEE CARRION AS A "VILLAIN" TODAY. YOU COULD'VE KEPT BEATING MALCOLM SENSELESS--
--BUT, INSTEAD, YOU SHOWED HIM COMPASSION.
WHICH IS EXACTLY WHAT I'M TRYING TO DO HERE.
MANY...MOST... OF THESE PEOPLE HAVE HAD DIFFICULT LIVES. ENDURED EXTREME TRAUMA AND ABUSE THAT'S TWISTED THEIR SOULS.
Von Meyer, Fritz
Swarm
Walker, Mary Alice
Typhoid Mary
Zabo, Calvin
Mr. Hyde
BUT IF I CAN HELP THEM TO EVEN BEGIN TO MOVE BEYOND THEIR TRAUMA--
WELL, THE POTENTIAL FOR HEALING IS MONUMENTAL.
YOU TALKING ABOUT THEM--
--OR ME?
TO WHAT DO I OWE THE HONOR OF THIS REVELATION?
DON'T PRETEND TO BE SURPRISED.
I KNOW PETER TOLD YOU EVERYTHING.


AND I'M GLAD YOU WERE ABLE TO HELP HIM WORK THROUGH ALL THE CRAZINESS WE'VE...HE'S... BEEN DEALING WITH.
PETER AND MJ WOULDN'T HAVE BEEN ABLE TO GET ON WITH THEIR LIVES, MAKE THE MOVE TO PORTLAND, WITHOUT YOU.
BUT...?
BUT I'M NOT PETER PARKER.
I DON'T NEED ANYONE ROOTING AROUND IN MY HEAD. BELIEVE ME, DOCTOR--
--IT'S NOT A PLEASANT PLACE.
PEOPLE ARE OFTEN AFRAID OF THERAPY BEFORE THEY TRY IT, BENJAMIN. BUT--
NO.
LOOK, I'VE...AH... I'VE GOTTA GO.
THANKS FOR THE COFFEE, DOC.
I GET IT. YOU DON'T NEED A HEADSHRINKER.
BUT HOW ABOUT A FRIEND?
I DON'T DO FRIENDSHIP.
WE'LL SEE.
I head home, choke down some Advil for my headache, and then sleep for twelve hours.

My dreams are a whirlpool of anxiety and agitation. Peter and Mary Jane... Carrion and Ravencroft...Kafka and Whelan. They're all a part of it.
When I wake up, the headache's gone--but the nightmares stick to me. I can't shake them off.
It's relief to head to my job at the Daily Grind. The work isn't exactly challenging.
And that's what I like about it.
...I GUESS I WAS BORN TOO LATE. MOVIES TODAY ARE OKAY, BUT IT'S THE OLD MOVIES...Y'KNOW, FROM THE THIRTIES AND FORTIES... THAT I REALLY LOVE.
Serve the coffee. Clean the counters. Shoot the breeze with the regulars.
FIRST DATE MURDER
THAT...AH... THAT PROBABLY SOUNDS WEIRD TO YOU...I MEAN, EVERYONE THINKS I'M WEIRD, SO DON'T FEEL--
IT'S NOT WEIRD, JOHN.
WHEN I WAS A KID, I ABSOLUTELY REFUSED T'WATCH ANYTHING THAT WASN'T IN COLOR. BUT MY UNCLE? HE HAD OTHER IDEAS.
FED ME A STEADY DIET OF THE MARX BROTHERS... FRED 'N' GINGER... ORSON WELLES... FRANK CAPRA--
NO KIDDING? I'VE NEVER RUN INTO ANYONE WHO LIKES THE--
...DISCOVERED THE MANGLED BODY OF TWENTY-FOUR-YEAR-OLD GAIL HARRISON. ACCORDING TO FRIENDS--
--HARRISON HAD BEEN OUT WITH A MAN SHE'D RECENTLY MET THROUGH A DATING SITE. POLICE SUSPECT THIS IS ANOTHER IN THE DISTURBING STRING OF SO-CALLED "FIRST DATE MURDERS" THAT--
FIRST DATE MURDER
CREEPY, HUH?
KINDA MAKES ME GLAD THAT NO ONE'LL GO OUT WITH ME, Y'KNOW?
An odd response to a murder report. But John Diaz is an odd bird.
ANYWAY...AH...SEE YA TOMORROW, REILLY. SAME TIME, SAME STATION!
Harmless, though. And kind of likable...

...in his incredibly awkward way.
I HAVE NEVER MET ANYONE AS UNCOMFORTABLE IN THEIR OWN SKIN AS THAT BOY.
YOU SHOULD'VE SEEN ME WHEN I WAS A TEENAGER.
BUT HE'S COMFORTABLE WITH YOU. YOU TWO SEEM TO HAVE A LOT IN COMMON.
HE'S JUST ANOTHER CUSTOMER, SHIRLEY.
I KNOW YOU'RE INTO THE WHOLE "INDEPENDENT TOUGH GUY" ROUTINE, BEN--
--BUT NO ONE CAN LIVE THEIR LIFE WALLED OFF.
"AND EVERYBODY NEEDS FRIENDS."
Shirley's a good woman. Treats me with respect. Pays me more than the job is worth.
But she's big on doling out advice. I know she means well, but it gets under my skin sometimes.
So I just smile, nod-- and then mop up the vomit in the bathroom.
When my shift's over I head home, pick at some questionable leftovers, then spend hours trying, and failing...
...to fall asleep.
Maybe it's just the aftereffects of letting Carrion into my head.

Or maybe it's what Shirley and Doctor Kafka said.
Maybe I do need friends. Maybe I can't go on living my life walled...
...off!
Damn roaches. Bad enough when they're crawling up the walls, but when they get into my bed, that's--
Wait...
That's not a roach.
That's a....
RUN
OH

...scorpion.
HOPE I DIDN'T WAKE YOU--
--SPIDER-MAN.
THE HUMANITY AGENDA
Part One: Grief

#2

"BETWEEN THE ALL-NIGHT PARTIERS, THE SANITATION GUYS WHO THINK 3:00 A.M. IS THE PERFECT TIME TO START BANGING TRASH CANS, AND THE STRAY CATS THAT LIKE TO PERFORM ARIAS ON MY FIRE ESCAPE--
"--GETTING A GOOD NIGHT'S SLEEP IN MY NEIGHBORHOOD ISN'T EXACTLY EASY.
WAKEY-WAKEY!
WHUP-FI!
"AND IT'S EVEN *HARDER* WHEN A MURDEROUS *SUPER VILLAIN* MAGICALLY APPEARS IN YOUR BEDROOM."
THE HUMANITY AGENDA
Part Two: Where Is Thy Sting?

"WHAT DO YOU MEAN 'MAGICALLY APPEARS'?"
SCORPION?
"JUST THAT. HE SLITHERED OUT OF THE SHADOWS LIKE A GHOST."
"BUT DIDN'T YOUR SPIDER-SENSE WARN YOU OR--?"
"NOT SO MUCH AS A TINGLE."
SURPRISED TO SEE ME, REILLY?
"BUT THAT'S IMPOSSIBLE, RIGHT?"
"I'VE LEARNED, OVER THE YEARS, THAT 'IMPOSSIBLE' IS A RELATIVE CONCEPT.
HOW... HOW DO YOU KNOW MY NAME?
PLEASE... DON'T INSULT MY INTELLIGENCE!
I KNOW ALL ABOUT YOU--
--SPIDER-MAN!
NOW C'MON--
"HE THREW THE COSTUME ON THE FLOOR LIKE A GAUNTLET--
KAASH
--LET'S PLAY!
"--AND THEN DARED ME TO FOLLOW."
"AND YOU'RE SURE IT WAS THE SCORPION? NOT SOMEONE ELSE WEARING HIS--?"
"IT WAS HIM.
"MY LIFE AS PETER PARKER MAY HAVE SEEMED LIKE A DREAM DURING THOSE FIVE LONG YEARS I WAS IN EXILE--
"--BUT I NEVER FORGOT A SINGLE DETAIL.
"MAC GARGAN WAS ONE OF THE FIRST--AND MOST DANGEROUS--COSTUMED LUNATICS I EVER FOUGHT. I KNOW THAT ARROGANT SMIRK, THAT CONTEMPTUOUS VOICE--

"--AS WELL AS I KNOW MY OWN."
"WHEN YOU CONSIDER THAT LOSS OF PERSONAL IDENTITY IS ONE OF YOUR PRIMARY ISSUES--
"--THAT'S NOT EXACTLY CONVINCING."
"NOT FUNNY."
"IT WASN'T A JOKE. BUT GO ON--"
"HE LED ME ON A HELLUVA CHASE-- OUT OF MANHATTAN, INTO QUEENS."
"AND HOW WERE YOU FEELING?"
"I ONLY GOT BACK TO NEW YORK A FEW MONTHS AGO. I'M JUST STARTING TO PUT DOWN ROOTS, BUILD A LIFE FOR MYSELF--
"--AND THEN THAT MANIAC INVADES MY APARTMENT? TEARS DOWN THE WALL BETWEEN BEN REILLY AND SPIDER-MAN?
"HOW DO YOU THINK I FELT?
NO.
"I WANTED TO PEEL GARGAN OUT OF THAT SUIT AND BASH HIS SMUG FACE IN. BUT WHEN I SAW WHERE HE'D BEEN LEADING ME... WELL, I HAVE TO BE HONEST--
"--I JUST WANTED TO TURN AND RUN."
"WHY?"
"THAT STADIUM IS WHERE MY WORST NIGHTMARE BEGAN.

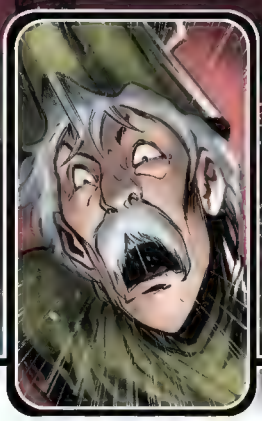
"WHEN I WAS A KID, MY **UNCLE BEN** TOOK ME TO A FEW GAMES THERE.

"I DIDN'T KNOW THE FIRST THING ABOUT BASEBALL... AND I CARED EVEN **LESS**...BUT HAVING A DAY ALONE WITH MY UNCLE? THAT WAS THE BEST.

"THOSE MEMORIES MEANT THE **WORLD** TO ME.

WHUD

"AND **MILES WARREN** POISONED THEM.

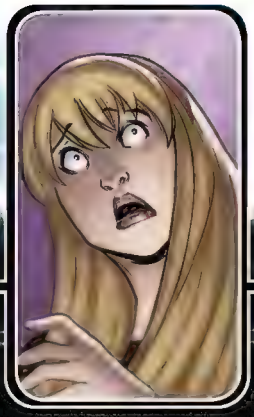


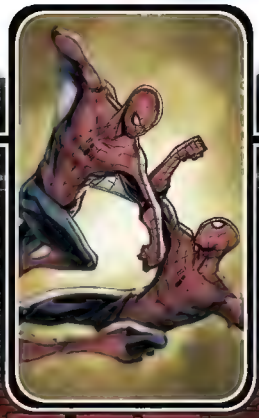
"IT'S INTERESTING THAT HE USED THE NAME **JACKAL**, BECAUSE THAT'S **EXACTLY** WHAT HE WAS--

KLIK

"--A SNEERING, MANIPULATIVE **PREDATOR** WHO USED **GWEN STACY.** USED **ME.** AND BLEW MY WORLD TO PIECES.

"AFTER THAT NIGHT, WHEN I FACED MY DOUBLE, I WAS CONVINCED THAT I **WASN'T** PETER PARKER. THAT I WAS A WORTHLESS COPY. A CLONE.





"THAT'S WHEN **BEN REILLY** WAS BORN.

"AND, CRAZY AS IT SOUNDS, THERE WAS A MOMENT **LAST** NIGHT, WHEN I LOOKED UP AND SAW THAT SHADOWED FIGURE IN THE STANDS--"

"YOU THOUGHT IT WAS HIM. **PETER.**"

"**YES.** COME TO STEAL MY LIFE AWAY **AGAIN.** COME TO TELL ME THAT **HE** WAS THE REAL ONE AND I--

"DOESN'T MATTER. BECAUSE IT WASN'T HIM. IT WAS SCORPION."
"WHY DO YOU THINK HE LURED YOU THERE? HAD HE BEEN INVOLVED WITH THE JACKAL?"
"BEFORE HE WENT ROGUE, GARGAN WAS J. JONAH JAMESON'S HIRED GOON.
"I DON'T THINK HE EVER HAD ANY DEALINGS WITH WARREN.
"BUT IN MY LINE OF BUSINESS, THERE ARE ALWAYS CONSPIRACIES BREWING BEHIND THE SCENES."
SPOKKK!
KRAAK!
"YOU SOUND PARANOID."
TOOOFF!
GOTCHA!
"WITH GOOD REASON.

"I FELT LIKE A WOUNDED SOLDIER WHO'D RETURNED FROM WAR-- ONLY TO FIND HIMSELF SWEPT BACK TO THE BATTLEFIELD.
THAT'S IT. FIGHT BACK.
SHOW ME WHAT YOU'RE MADE OF.
THIS ISN'T A GAME!
FRAAAK!
"I WAS ANXIOUS. ANGRY. CONFUSED. DISORIENTED.
"IT WAS LIKE THE PAST HAD ITS HANDS AROUND MY THROAT...
"...STRANGLING ME."
NOW TELL ME WHO SENT YOU!
HOW YOU KNOW WHO I AM! WHERE I LIVE!
"SOUNDS LIKE POST-TRAUMATIC STRESS."
TELL ME, BEFORE I--
"CALL IT WHATEVER YOU'D LIKE, BUT I WANTED IT TO END.
SORRY, REILLY.
SKRAK!
NO ANSWERS TODAY.
KA-BOOM!
"IT DIDN'T.
"HE GRABBED ONTO ME. USED THAT TAIL OF HIS TO PROPEL US OUT OF THE STADIUM--

"--AND INTO A NEARBY NEIGHBORHOOD.
"I'M SURE WE WOKE EVERYBODY UP. SCARED THE HELL OUT OF THEM IN THE PROCESS.
"AND AS SCORPION CAME AT ME, OVER AND OVER...AND I HIT BACK, HARDER AND HARDER--
KRASHH!
"--I COULDN'T HELP WONDERING IF THIS WAS THE WAY IT WAS ALWAYS GOING TO BE.
BRAKK!
"THE SAME OLD TIRED GAME.
"I TAKE OUT THE BAD GUY. HE RETURNS, LOOKING FOR REVENGE. I STOP HIM AGAIN.
BOMM!
"IF THIS IS THE LIFE I'VE COME BACK TO--
"--THEN I WAS BETTER OFF ON THE ROAD. ANONYMOUS AND ALONE."
SPAAKK!
"YOU'RE STILL ALONE, AREN'T YOU? KEEPING TO YOURSELF. NO FRIENDS TO SPEAK OF."
"THAT'S NOT MY POINT!"
"HMMM. GUESS I HIT A NERVE THERE.
MOM... WHAT'S GOING ON?
BOTH OF YOU--GET BACK IN THE HOUSE!
"BUT GO ON. WHAT HAPPENED NEXT?"

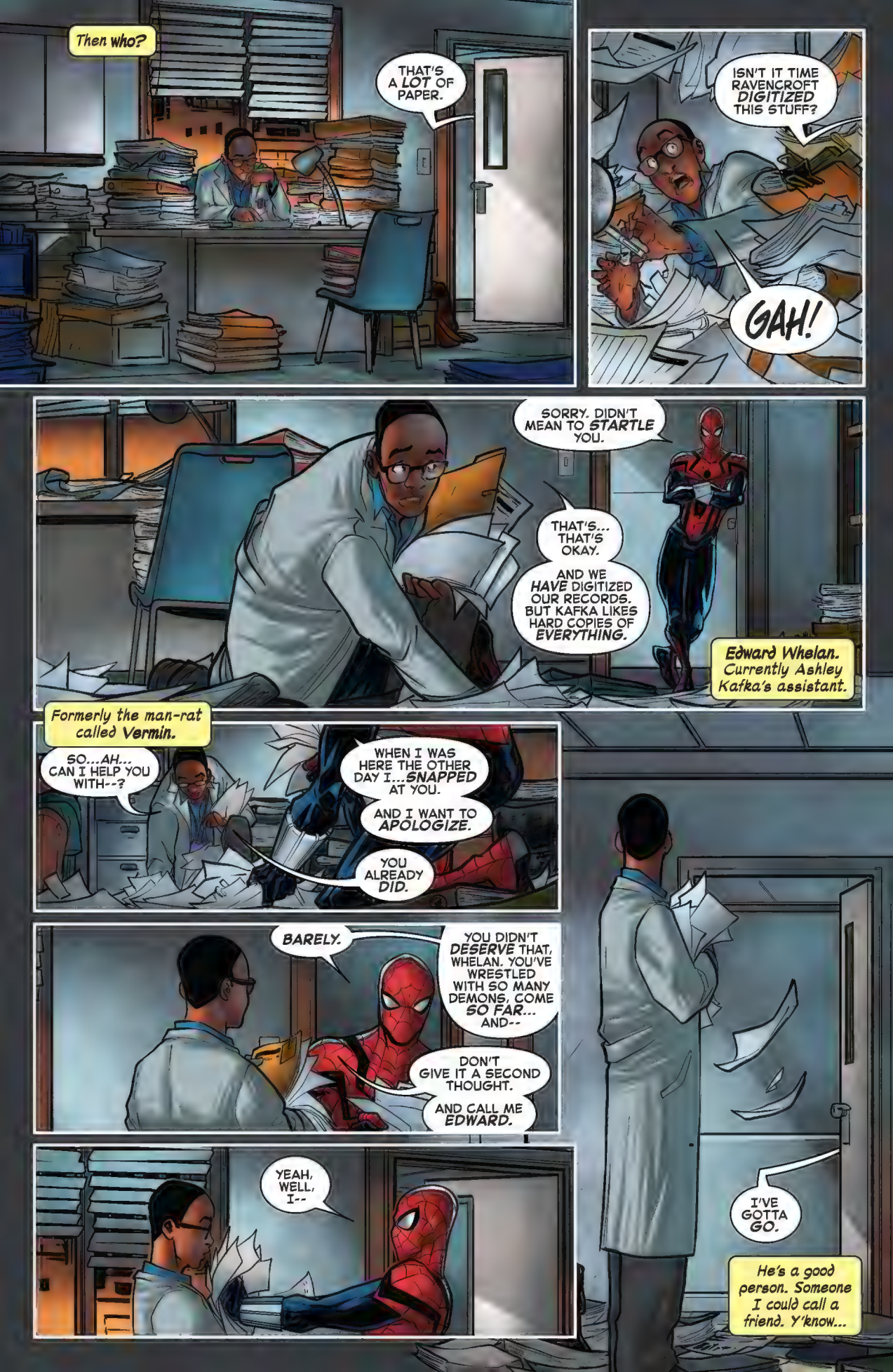
"HE DID WHAT HIS KIND ALWAYS DOES.
BOKKT!
REALLY, GARGAN? YOU'RE GONNA THROW A CAR AT ME?
YOU DON'T THINK I'M FAST ENOUGH TO AVOID IT?
WELL... HERE'S THE THING, REILLY.
I'M NOT AIMING FOR YOU!
OH, NO!
"ENDANGERS INNOCENT LIVES."
NO!
"AND YOU DID WHAT YOU ALWAYS DO.

BOOM

ZATT
HSSSSSSSS
"YOU SAVED THEM."
THESE PEOPLE... THEY'RE SO ORDINARY. SO UNBEARABLY FLAWED.
EVEN IF THEY LIVED A THOUSAND YEARS--
--THEY WOULD NEVER AMOUNT TO ANYTHING.
SO TELL ME-- WHY DO YOU DO IT?
PUT YOUR VERY EXISTENCE ON THE LINE, AGAIN AND AGAIN--
--TO PROTECT THEM?
"AND WHEN I CAME TO--"

--SCORPION WAS GONE.
AFTER ALL THAT--HE LET ME LIVE. IT MAKES NO SENSE.
THOSE QUESTIONS HE ASKED YOU AT THE END--ABOUT YOUR REASONS FOR DOING WHAT YOU DO. BEING SPIDER-MAN--
THAT DIDN'T SOUND LIKE GARGAN. HE'S NOT EXACTLY POSSESSED OF A PROBING INTELLECT.
BUT THE QUESTIONS WERE IMPORTANT ONES, WEREN'T THEY? WHY DO YOU DO IT? WHY--?
STOP POKING AROUND MY PSYCHE LIKE I'M ONE OF YOUR PATIENTS! I DIDN'T COME HERE TO RAVENCROFT FOR THERAPY!
REALLY?
THEN HOW COME YOU'VE BEEN SITTING HERE UNBURDENING YOURSELF FOR ALMOST HALF AN HOUR?
WELL... UH...I--
THE REASON I CAME HERE, DOCTOR KAFKA, WAS TO FIND OUT HOW YOU LET YET ANOTHER INMATE ESCAPE.
FIRST CARRION...NOW SCORPION. WHAT KIND OF SECURITY DO YOU--?
GARGAN DIDN'T ESCAPE.
WHAT? YOU MEAN YOU LET HIM OUT?
I MEAN HE'S STILL HERE, BEN--
--AND HE NEVER LEFT.
SEE FOR YOURSELF.
RGAN, MACDONALD
orpion

LIKE ALL OUR INMATES, GARGAN IS UNDER CONSTANT SURVEILLANCE.
WHOEVER YOU FACED OUT THERE-- IT WASN'T THE SCORPION.
BUT... BUT THAT'S IMPOSSIBLE.
SOMEONE TOLD ME RECENTLY THAT IMPOSSIBLE IS A RELATIVE CONCEPT.
SIGH MAYBE THAT SOMEONE DIDN'T KNOW WHAT HE WAS TALKING ABOUT.
THERE'S GOT TO BE SOMETHING WE'RE MISSING. SOME--
OF COURSE! IT'S SO OBVIOUS!
THE CHAMELEON! HE CAN BECOME ANYONE! ASSUME ANY--
NO.
NO?
CLIK
NO.
DMITRI SMERDYAKOV IS IN HIS CELL-- ENGAGED IN HIS DAILY THERAPY SESSION WITH DR. LIU.
NOT ONLY IS HE MONITORED 'ROUND THE CLOCK--
--BUT HE'S IN SUCH A FRAGILE, UNSTABLE STATE THAT HE'S BARELY FUNCTIONAL.
Not Gargan. Not Smerdyakov.


Then who?
THAT'S A LOT OF PAPER.
ISN'T IT TIME RAVENCROFT DIGITIZED THIS STUFF?
GAH!
SORRY. DIDN'T MEAN TO STARTLE YOU.
THAT'S... THAT'S OKAY.
AND WE HAVE DIGITIZED OUR RECORDS. BUT KAFKA LIKES HARD COPIES OF EVERYTHING.
Edward Whelan. Currently Ashley Kafka's assistant.
Formerly the man-rat called Vermin.
SO...AH... CAN I HELP YOU WITH--?
WHEN I WAS HERE THE OTHER DAY I...SNAPPED AT YOU.
AND I WANT TO APOLOGIZE.
YOU ALREADY DID.
BARELY.
YOU DIDN'T DESERVE THAT, WHELAN. YOU'VE WRESTLED WITH SO MANY DEMONS, COME SO FAR... AND--
DON'T GIVE IT A SECOND THOUGHT.
AND CALL ME EDWARD.
YEAH, WELL, I--
I'VE GOTTA GO.
He's a good person. Someone I could call a friend. Y'know...

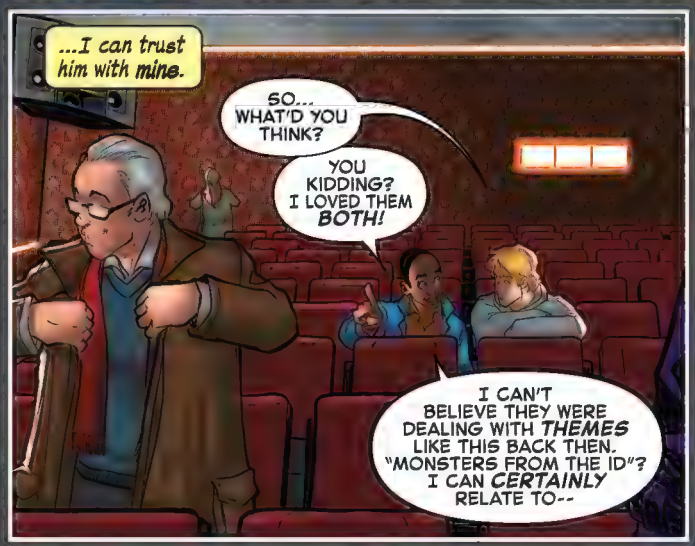
...if I was the kind of guy who had friends.
...I WAS IN A LONG-TERM RELATIONSHIP, BUT THAT ENDED TWO YEARS AGO.
AND ONLINE DATING IS PRETTY FREAKIN' WEIRD, RIGHT?
NOT...NOT THAT YOU'RE WEIRD. I JUST MEAN THE WHOLE INTERNET SCENE...GRASPING FOR INTIMACY WITH TOTAL STRANGERS... IT'S--
IT'S OKAY, AIMEE. I'M NOT OFFENDED.
AND I KNOW EXACTLY WHAT YOU MEAN.
SOMETIMES I THINK THAT SIMPLE HUMAN INTERACTION--
--IS THE MOST BAFFLING MYSTERY IN THE UNIVERSE.
AND AS FOR WEIRD? OH, MY DEAR--
...NO...
--YOU HAVE NO IDEA.
Don't know what I'm doing here at the old house.

Peter and MJ are in Portland. Aunt May is... gone.
And the place is empty. Guess they'll sell it, eventually. But I'm glad it's still there. Still ours.
"Ours"? Maybe it belongs to them, but not to me. Not anymore.
So many memories of May and Uncle Ben. The two finest people...
...I've ever known.
And yet I spent five years thinking that I didn't really know them. That those precious memories were implanted.
Lies.
And, in some ways, they are. They feel like dreams. Fragments of a past life.
And maybe it's better this way. Because some of those memories...
...are too awful to bear.
What am I doing here? Is it nostalgia? Grief? Or maybe...
...I'm here to finally close the book.
If I'm ever going to create a life for myself as Ben Reilly, I can't keep holding on to the past.

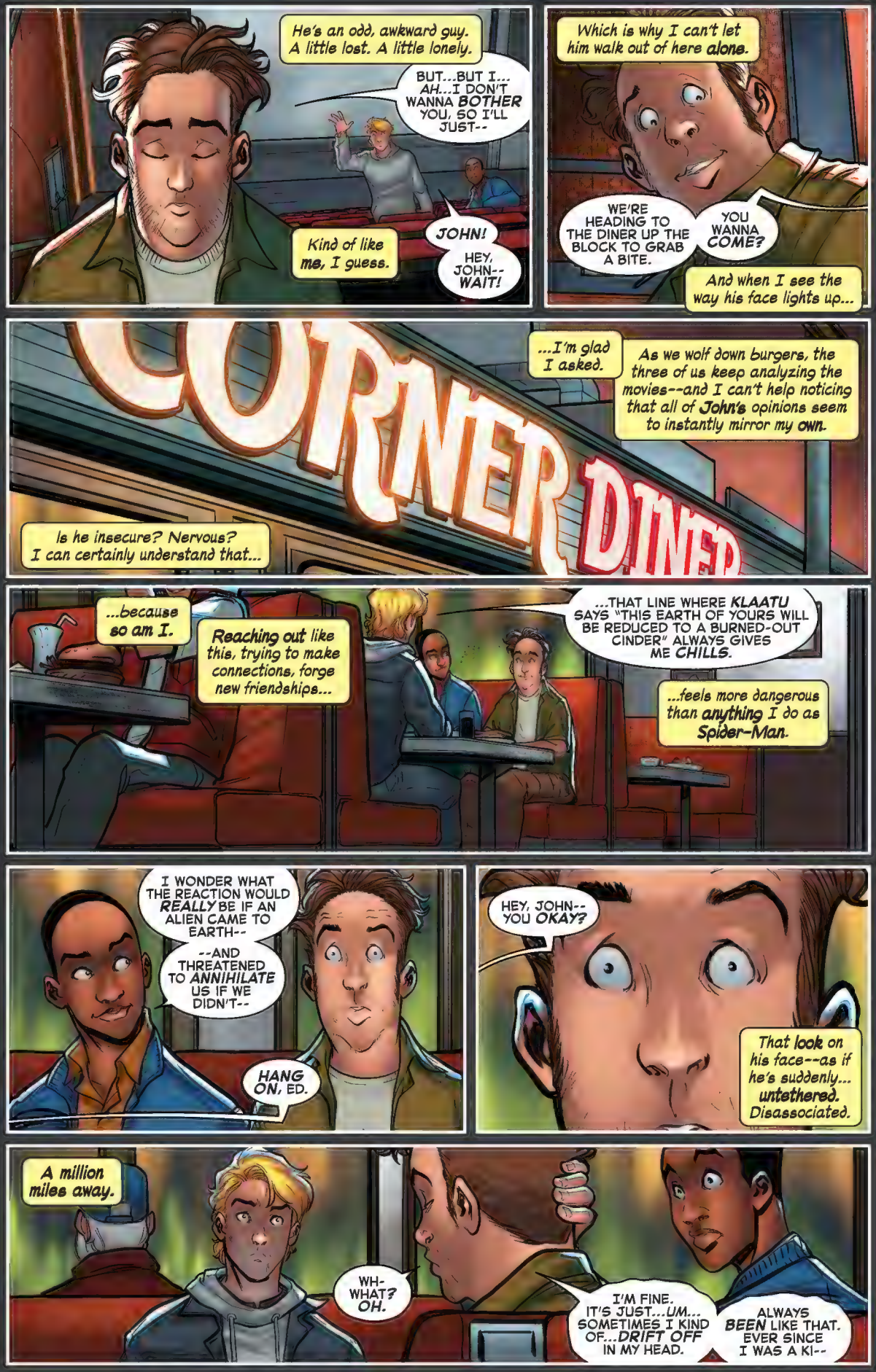
I have to let it go.

All those years, all those people. The camaraderie, the rivalry. The love, the loss, the joy. I'll always carry that, carry them, in my heart...
...but it's time to say goodbye.
"I don't do friendship." That's been my mantra since I came back. But the truth is, I've just been too attached to the friends I once had.

Which is why I call Edward Whelan. Ask him to hit my favorite revival house and check out a couple of sci-fi classics.
TONIGHT ONLY!
SCI-FI DOUBLE FEATURE
THE DAY THE EARTH STOOD STILL
AND
FORBIDDEN PLANET!
MY FATHER WAS A JUDGE... MY MOTHER WAS A COLLEGE PROFESSOR--
--AND THEY NEVER LET ME WATCH MOVIES LIKE THESE.
It's a risk letting him know the man behind the mask. But I figure if Doctor Kafka can trust him with her secrets...


...I can trust him with mine.
SO... WHAT'D YOU THINK?
YOU KIDDING? I LOVED THEM BOTH!
I CAN'T BELIEVE THEY WERE DEALING WITH THEMES LIKE THIS BACK THEN. "MONSTERS FROM THE ID"? I CAN CERTAINLY RELATE TO--

John Diaz comes into the coffee shop where I work almost every day.
BEN--
JOHN...?
I WAS...UH... SO SURPRISED WHEN THE LIGHTS CAME UP AND I SAW YOU SITTING THERE.


He's an odd, awkward guy. A little lost. A little lonely.
BUT...BUT I... AH...I DON'T WANNA BOTHER YOU, SO I'LL JUST--
Kind of like me, I guess.
JOHN!
HEY, JOHN-- WAIT!
Which is why I can't let him walk out of here alone.
WE'RE HEADING TO THE DINER UP THE BLOCK TO GRAB A BITE.
YOU WANNA COME?
And when I see the way his face lights up...
...I'm glad I asked.
As we wolf down burgers, the three of us keep analyzing the movies--and I can't help noticing that all of John's opinions seem to instantly mirror my own.
Is he insecure? Nervous? I can certainly understand that...
...because so am I.
Reaching out like this, trying to make connections, forge new friendships...
...THAT LINE WHERE KLAATU SAYS "THIS EARTH OF YOURS WILL BE REDUCED TO A BURNED-OUT CINDER" ALWAYS GIVES ME CHILLS.
...feels more dangerous than anything I do as Spider-Man.
I WONDER WHAT THE REACTION WOULD REALLY BE IF AN ALIEN CAME TO EARTH--
--AND THREATENED TO ANNIHILATE US IF WE DIDN'T--
HANG ON, ED.
HEY, JOHN-- YOU OKAY?
That look on his face--as if he's suddenly... untethered. Disassociated.
A million miles away.
WH-WHAT? OH.
I'M FINE. IT'S JUST...UM... SOMETIMES I KIND OF...DRIFT OFF IN MY HEAD.
ALWAYS BEEN LIKE THAT. EVER SINCE I WAS A KI--

AAAAHHH!
EDWARD!
He's snatched up by titanium tentacles that move with incredible speed. But Otto Octavius is dead. And that means...

...it's her.
BEN-- NO! DON'T GO OUT THERE! IT'S TOO--
--DANGEROUS...
Carolyn Trainer.
Lady Octopus.
Tell me this: How can I let go of the past...
...when it won't let go of me?

#3

The woman's name is Carolyn Trainer, daughter of geneticist Seward Trainer.
WHY ARE YOU DOING THIS?! WHAT DO YOU WANT?!
Her dad was a mentor to me. One of the rare friends I found during my five-year exile. Unfortunately, Carolyn's mentor...
I DON'T WANT ANYTHING FROM YOU, WHELAN! ALL YOU ARE TO ME--
--IS BAIT!
...was a lunatic named Otto Octavius, the late and unlamented Doctor Octopus.
Which explains the titanium tentacles.
THE HUMANITY AGENDA
Part Three: Seize The FIRE!

"BAIT"?
EDWARD'S A HUMAN BEING, TRAINER! A GOOD AND DECENT MAN--
--NOT SOME WORM FOR YOU TO DANGLE AT THE END OF A HOOK!
KRAAAK!
WHY USE OTHER PEOPLE? IF YOU WANT ME, THEN COME FOR ME!
A HUMAN BEING? I SEEM TO RECALL HIM GROWING FUR AND FANGS--AND EATING PEOPLE!
OR DID THEY CALL HIM VERMIN FOR SOME OTHER REASON?
AS FOR COMING FOR YOU MORE... DIRECTLY--
WHERE'S THE FUN IN THAT?
I MEAN, LOOK HOW AGITATED YOU ARE! HOW ANGRY!
TOOOM!
AND THAT MAKES YOU SLOPPY--
KOOOM!
--AND SO MUCH EASIER TO KILL!
How could I not be angry?

When I returned to New York, I had nothing.
LOVE THE UPGRADED COSTUME, BY THE WAY. BUT, TONIGHT, I'M NOT INTERESTED IN MASKS AND TIGHTS.
I've been trying to rebuild a shattered life from the ground up.
But the monsters keep lumbering out of the shadows.
IT'S THE MAN BENEATH THE MASK I'M LOOKING FOR.
BEN REILLY. DADDY'S FAVORITE. THE SON HE NEVER HAD. THING IS--
--I NEVER WANTED A BROTHER.
And I'm sick of it.
KONK!
YOU'RE NOT EXACTLY THE SISTER I'VE DREAMED OF, EITHER!
All I wanted was a quiet night out with a friend. See a movie. Have a meal.
IS THAT WHAT THIS IS ALL ABOUT, CAROLYN? SOME KIND OF DEMENTED SIBLING RIVALRY? IF IT IS--
--I KNOW A FANTASTIC THERAPIST YOU CAN TALK TO!
But they just won't leave me alone.

First Scorpion...
(If it really was him. Dr. Kafka seems to think it was an impostor.)
...invades my apartment.
Now Trainer puts Edward's life at risk...
...and John Diaz's too.
He was with us in the diner when she attacked. He could have been killed.
And that's on me.
WHAT IS IT ABOUT YOU, BEN, THAT INSPIRED MY FATHER TO EMBRACE YOU--
--AND CAST ME ASIDE?
I could have come home and just lived my life as Ben Reilly.
HE DIDN'T CAST YOU ASIDE, CAROLYN!
But I had to play the conquering hero--punching out the bad guys.
YOU TURNED YOUR BACK ON HIM!
Why?
THAM!
Is it a selfless desire to make a positive difference in the world...
...or some sick compulsion?
TUNK!
For five long years I wandered the world, feeling like a nobody. A freak and a fraud.

Did I become Spider-Man again just to prop up my own ego and prove them all wrong?
Maybe both things are true. And maybe...
...that's okay.
TOOM!
TOOM!
TOOM!
YOU DON'T HAVE TO DO THIS! WE CAN TALK THIS THROUGH!
I KNOW YOU'VE SUFFERED! I KNOW YOU'VE--
ENOUGH!
As much as we like to look at human beings as either saint or sinner, wise man or fool, hero or villain...
...the truth is we each contain all those things.
WHAK!
DON'T YOU DARE PITY ME!
I'm certainly no saint. My time on the road proved that.
And recognizing the duality within myself helps me to see people like Carolyn Trainer differently.
Is she dangerous? Destructive? Of course. But she's also a broken soul, still desperate for her father's love and approval.
I'll oppose her-- and everyone like her-- till my dying breath. But even as I stop her, I refuse...

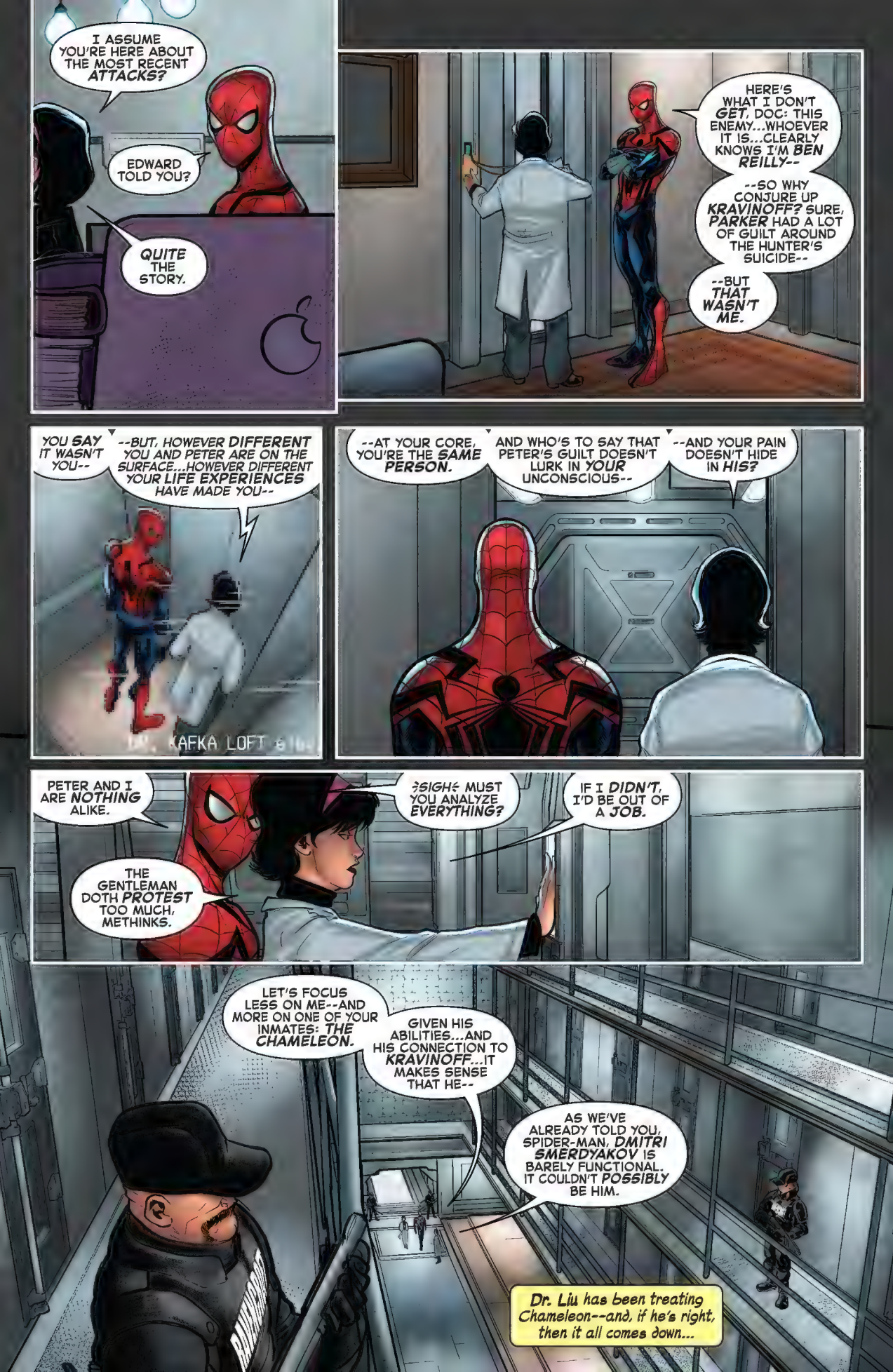
KA-THAMM!
...to hate her.
CAROLYN...?
I expect to hear the sound of those tentacles tearing into the side of the building.
But Ock's gone.
Without a trace.
Then I do hear something:
A shuffling gait, a few feet behind me.
A guttural, animalistic growl.
But why isn't my Spider-Sense tingling? And why, when I turn, do I come face-to-face...

...with an impossibility?
A nightmare.
KRAVEN?!
I won't pretend the sight of the Hunter's animated corpse doesn't panic me.
But that's quickly replaced by anger.
I've been in this game long enough to know when someone's playing with my head. Sergei Kravinoff is dead and gone.

And whoever wants to use his likeness to throw me off balance, open old wounds, is in for a...
"SPYDER, SPYDER, BURNING BRIGHT, IN THE FORESTS OF THE NIGHT;
"WHAT IMMORTAL HAND OR EYE--
"--COULD FRAME THY FEARFUL SYMMETRY?
...surprise...?
How...how is he doing this?
"IN WHAT DISTANT DEEPS OR SKIES, BURNT THE FIRE OF THINE EYES? ON WHAT WINGS DARE HE ASPIRE?
The spiders: I swear I can feel their loathing.
Their spite.
Their hunger.
"WHAT THE HAND, DARE SEIZE THE FIRE?"
They crawl over me, burrowing under my costume, digging into my flesh.

And it's not just my body they're after: They want my mind. My identity!
GET OFF OF HIM.
They want to take my life away--again!
AND I CAN'T--
--STOP THEM!
I CAN'T--
GET OFF!
And, just like that, they skitter into the shadows.
Vanish--along with Kraven. And Trainer.
THANKS, EDWARD. YOU... YOU SAVED ME, BUDDY.
BUT SAVED YOU--
--FROM WHAT?
I don't know.

But I'm damn well going to find out.
26-YEAR-OLD AIMEE SHIH'S BODY WAS DREDGED FROM THE EAST RIVER, LESS THAN A DAY AFTER SHE WAS REPORTED MISSING--
Reality bends around me, and I become convinced that none of the enemies I've faced these past few days--not Scorpion, not Lady Ock, and certainly not Kraven...
--AND, ACROSS THE CITY, PEOPLE WONDER IF THIS IS ANOTHER VICTIM--
NYPD
...were real.
--OF THE SO-CALLED "FIRST DATE MURDERER."
Someone's either impersonating them or...
(Or creating clones?)
(No! It's not him!)
POLICE HAVE YET TO FIND ANY DIRECT CONNECTION BETWEEN THE VICTIMS, ASIDE FROM THEIR USE OF DATING SITES.
AIMEE SHIH
THE DESCRIPTIONS OF THE SUSPECTS IN EACH CASE FAIL TO MATCH AND--
...making me see things that aren't there.
ANOTHER FIRST DATE
Which means it's one of two people.
STOP DRIPPING ALL OVER MY CARPET.
YOU'VE REALLY GOT TO WORK ON YOUR SECURITY, DOCTOR KAFKA.
And I know just where to find them both.
THERE'S A VOICE-ACTIVATED ALARM SYSTEM IN THIS APARTMENT--
--THAT WILL HAVE THE PLACE CRAWLING WITH RAVENCROFT INSTITUTE GUARDS IN LESS THAN TWO MINUTES--
--IF I NEED THEM.


I ASSUME YOU'RE HERE ABOUT THE MOST RECENT ATTACKS?
EDWARD TOLD YOU?
QUITE THE STORY.
HERE'S WHAT I DON'T GET, DOC: THIS ENEMY...WHOEVER IT IS...CLEARLY KNOWS I'M BEN REILLY--
--SO WHY CONJURE UP KRAVINOFF? SURE, PARKER HAD A LOT OF GUILT AROUND THE HUNTER'S SUICIDE--
--BUT THAT WASN'T ME.
YOU SAY IT WASN'T YOU--
--BUT, HOWEVER DIFFERENT YOU AND PETER ARE ON THE SURFACE...HOWEVER DIFFERENT YOUR LIFE EXPERIENCES HAVE MADE YOU--
--AT YOUR CORE, YOU'RE THE SAME PERSON.
AND WHO'S TO SAY THAT PETER'S GUILT DOESN'T LURK IN YOUR UNCONSCIOUS--
--AND YOUR PAIN DOESN'T HIDE IN HIS?
PETER AND I ARE NOTHING ALIKE.
THE GENTLEMAN DOTH PROTEST TOO MUCH, METHINKS.
÷SIGH÷ MUST YOU ANALYZE EVERYTHING?
IF I DIDN'T, I'D BE OUT OF A JOB.
LET'S FOCUS LESS ON ME--AND MORE ON ONE OF YOUR INMATES: THE CHAMELEON.
GIVEN HIS ABILITIES...AND HIS CONNECTION TO KRAVINOFF...IT MAKES SENSE THAT HE--
AS WE'VE ALREADY TOLD YOU, SPIDER-MAN, DMITRI SMERDYAKOV IS BARELY FUNCTIONAL. IT COULDN'T POSSIBLY BE HIM.
Dr. Liu has been treating Chameleon--and, if he's right, then it all comes down...

...to one man.
GET UP, BECK.
WELL, WELL, WELL!
BACKMOOR
THIS MY NEW CELLMATE, DOC?
WE'D LIKE TO ASK YOU SOME QUESTIONS, QUENTIN.
ANYTHING FOR YOU, DOC. HIM? NOT SO MUCH.
DON'T FEEL LIKE CHATTING WITH THE GUY WHO PUT ME IN H--
GAKKK--
TELL US HOW YOU'RE DOING IT... MYSTERIO!
D-DOING WHAT?
LAUNCHING THESE ATTACKS!
DO YOU HAVE ACCOMPLICES ON THE OUTSIDE, OR--?
SPIDER-MAN... NO!
LET HIM GO!
BECK IS THE MASTER OF ILLUSION!
HE COULD BE COMING AND GOING FROM RAVENCROFT WITHOUT YOU EVER REALIZING IT!
YOU KNOW ME, WEBS-- I LOVE THE SPOTLIGHT. AND I'D HOG ALL THE GLORY...IF IT WAS ME.
BUT THEY TOOK ALL MY TOYS AWAY BEFORE THEY LOCKED ME UP HERE. I COULDN'T PULL A RABBIT OUT OF A HAT RIGHT NOW--
--LET ALONE BE IN TWO PLACES AT ONCE.
DAMMIT--

--HE'S TELLING THE TRUTH.
BUT BANK ON THIS, WEBS--
--MYSTERIO WILL BE BACK. AND WHEN THAT DAY COMES--
--I'M GONNA MAKE YOUR LIFE A LIVING HELL.
THWP
GIVE IT YOUR BEST SHOT.
BECK'S NOT YOUR MAN.
THEN WHO...?
PERHAPS THE BEST THING YOU CAN DO--
--IS WAIT FOR YOUR OPPONENT TO MAKE THE NEXT MOVE.
But waiting...
...isn't my style.

I spend the next few weeks turning the city upside down--pumping every low-level thug, every mob kingpin, for information about my hidden enemy. And I start to get paranoid: Is it Harry Osborn, I wonder, back from the dead? Or even Norman? Or even--
(Not him.)
I have to consider every possibility.
(Not.)
The Jackal. The man who created my clone. Who shattered my identity.
(Him.)
Shipwrecked my life.
I saw him die--yet a part of me is terrified that he's going to come back and do it all over again.
Thank God for Edward: He helps me through. And I see the beginnings of a real friendship.
I wish I could say the same for John Diaz.
I feel for the guy. He seems so lost and alone. But John's also needy. Desperate.
Calling at all hours. Showing up--uninvited--at my apartment. Stalking me.
I have no choice but to cut him loose.
And Dr. Kafka? For all my complaints about her playing psychiatrist, rooting around in my head...
...I find myself opening up to her.
She's wise. Compassionate. Kind. And in this sad world...

...kindess is in short supply.
THAT STORM'S NOT LETTING UP.
And there's always work to distract me from my search. I'm actually starting to like it at the Daily Grind.
Shirley's a great boss. The customers don't annoy me too much. And, hey...
ONLY A LUNATIC WOULD COME OUT ON A NIGHT LIKE THIS.
LET'S CLOSE HER UP.
...I get all the free coffee I can drink.
HOPE YOU'VE GOT A COUPLE OF UMBRELLAS IN THE BACK, SHIRL, OR WE'RE BOTH GONNA--
SWAK!
No warning. Not even the slightest buzz from my Spider-Sense. Which means--
YOU'RE NOT SHIRLEY.

I'M WHOEVER I *WANT* TO BE. SCORPION. LADY OCTOPUS.
KRAVEN.
SUCH A TRAGIC STORY. *TORMENTED* BY SPIDER-MAN FOR YEARS.
DRIVEN TO A *SAD AND PATHETIC* END.
YOU'VE GOT IT *WRONG!*
KRAVEN'S NOT *MY* GHOST. HE'S *PARKER'S!*
OH, BUT WHAT DID DEAR DR. KAFKA SAY? *PETER'S GUILT* MAY LIVE IN YOUR PSYCHE--
--AND *YOUR PAIN* IN HIS?
HOW DO YOU KNOW WHAT KAFKA SAID...?
I KNOW ALL *ABOUT* YOU, BENJAMIN. YOU. AND PETER.
EVEN THAT DEFECTIVE, *KAINE.*
(Did he say Kaine?)
I KNOW YOU ALL BETTER THAN I KNOW *MYSELF.*
THE *MISERY* YOU'VE CAUSED.
(How can he know about Kaine?)
THE *LOSS* YOU'VE FELT.
(...Unless...)

THE INNOCENTS WHO HAVE DIED.
ALL
BECAUSE OF
YOU!

This thing...this creature...it's like the spiders on the roof.
Radiating some kind of toxin that seeps through my skin. Permeates my mind.
Digging into the darkest caverns of my psyche. Uprooting every fear and nightmare.
And, yes, he...it...is right. There's guilt there. So much guilt. About Uncle Ben. Captain Stacy. Gwen. So many more.
And maybe that guilt is what rules Peter Parker's life.
But not Ben Reilly's.
Because I've taken a different path. Learned different lessons.
And I know there's nothing to be gained from rolling in the dirt, wrestling with my guilt.
No. I've got to get up on my feet, take responsibility for what I've done--and try, always try...

...to be a better man.
SPLICH!
WHOEVER YOU ARE... WHATEVER YOU ARE--
--YOU TELL YOUR MASTER IT WON'T WORK!
DO YOU HEAR ME, JACKAL?
YOU'RE NOT GONNA GET ME THIS TIME!
REALLY, BROTHER?
YOU REALLY BELIEVE THAT LOVESTRUCK BUFFOON MILES WARREN IS BEHIND THIS?
Brother.
SIGH YOU'VE ALWAYS UNDERESTIMATED ME. IGNORED ME. TREATED ME LIKE A JOKE.
DIAZ...?
I AM JOHN DIAZ... AND I'M NOT.
BECAUSE JOHN WAS A FICTION... A WORK OF IMAGINATION--
He called me...
--CREATED TO GAIN ACCESS TO YOUR LIFE.
...BROTHER!

AH...I SEE THE LIGHT OF REALIZATION *DAWNING* IN YOUR EYES.
YOU *KNOW* NOW WHO I AM.
THE JACKAL'S *FORGOTTEN CHILD.*
THE CLONE...THE *SIBLING*--
--*NONE* OF YOU EVER ACKNOWLEDGE.
MY FATHER NEVER GAVE ME A *TRUE* NAME--SO YOU CAN JUST CALL ME--
SPIDERCIDE.

#4

FACE-TO-FACE AT LAST, BROTHER! NO MORE DISSEMBLING! NO MORE DISGUISES!
I ADMIT I TOOK SOME PLEASURE IN IMPERSONATING *SCORPION*, *LADY OCTOPUS*, AND *KRAVEN!* IN CREATING THE FICTION THAT WAS POOR, DESPERATE *JOHN DIAZ!*
BUT IT'S TIME, AT LAST, FOR TRUTH! FOR HONESTY! FOR--
SPIDERCIDE!
The last person I expected.
THE HUMANITY AGENDA
Part Four: BROTHERLY HATE!

If you can even call this aberration a person.
KAAAASH!
WHY ARE YOU DOING THIS?
FLEPP
WHAT DOES THE JACKAL WANT FROM ME?
THE JACKAL? MY FATHER IS WHERE HE BELONGS-- ROTTING IN HIS GRAVE!
I SERVE NO ONE BUT MYSELF!
Five years ago, a madman named Miles Warren, the Jackal, cloned Peter Parker.
But he didn't stop there.
STOP UNDERESTIMATING ME, BROTHER!
YOUR LIFE DEPENDS ON IT!
He used Peter's... my...DNA to create others.
Failed experiments like Kaine.
KRAK!!
And the most monstrous of all: Spidercide. A shape-shifting savage...

...without a shred of humanity.
HONK! HONNNKK!
Spidercide doesn't just have Spider-Man's abilities: Warren engineered the creature so that it's capable...
OH MY GOD!
GET OUTTA THE WAY! GET OUTTA THE--
SPLAPPPT!
SHUP
TLUPPP
SHOOP

...of so much more.
WH-WHAT ARE YOU?
AN EXCELLENT QUESTION. AND ONE YOU'D DO WELL TO PONDER--
--AS I CRUSH THE LIFE FROM--
RUN!
WAPP!
GET BACK IN YOUR TRUCK-- AND GET THE HELL OUT OF HERE!
I've got to take the monster down before it hurts any innocent--
"Monster"? "It"?
C'MON, BIG GUY! YOU WANT ME--
--THEN COME AFTER ME!
No. I can't think that way.
For five years, I believed I was a clone. An inhuman thing...
WAIT. WHERE IS HE?
WHERE DID HE--?
...with no right to live.
FLOPP!
However demented, however dangerous, Spidercide is...

...I can't reduce it... him...to a convenient cliché.
SO, WHAT'S THIS ALL ABOUT?
WHAT'S THE POINT?
REVENGE FOR SOME IMAGINED SINS I'VE COMMITTED?
OR DO YOU WANT WHAT I HAVE? HAVE YOU COME TO TAKE MY PLACE? USURP MY LIFE?
WELL, GUESS WHAT?
YOU CAN'T HAVE IT!
I'VE FOUGHT TOO LONG--
--TOO HARD TO--
TOOM!
TOOM!
TOOM!
I DON'T WANT YOUR LIFE!
WA-KOOOM!

I'M NOT LIKE THAT FOOL OUT THERE IN PORTLAND--
--WITH HIS PRETTY, RED-HAIRED WIFE... HIS CHILD ON THE WAY--
--PRETENDING HE'S SOMEONE HE'S NOT.
I KNOW THAT THE MEMORIES I HAVE OF PETER PARKER'S EXISTENCE ARE JUST SHADOWS...ECHOES... DOWNLOADED INTO MY HEAD.
I CAN CHANGE MY FORM, BENJAMIN.
I CAN ALTER EVERY ASPECT OF WHO AND WHAT I AM.
I CAN BE ANYONE OR ANYTHING.
WHY IN THE WORLD WOULD I WANT TO BE YOU?
THEN WHAT DO YOU WANT FROM ME?
I'LL BE HAPPY TO TELL YOU--

--AFTER I'VE TAKEN YOU HOME.
Something seeps into my consciousness, like a psychic toxin...

...and the world goes dark.
OH, GOOD--
Head's pounding. Skin's crawling.
These tendrils, tethering me to the seat--they throb and pulse, creep and slither, as if they're alive.
--YOU'RE AWAKE.
And I realize they are: These are living pieces of Spidercide.
Each segment... somehow containing the whole.
I can feel his consciousness vibrating inside them:
His anger. His hunger. But...
LOVELY, ISN'T IT? THE PERFECT HOME FOR THE PERFECT FAMILY.
YOU HAD TO GIVE ALL THIS UP...START OVER AGAIN AS BEN REILLY.
BUT YOU WANT HER, DON'T YOU? MARY JANE?
...hunger for what?
YOU WANT EVERYTHING THAT CHEAP COPY OF PETER PARKER HAS.
STOP IT! I DON'T KNOW WHY YOU'RE DOING THIS--
I CAN GIVE IT TO YOU, BEN. ALL YOU HAVE TO DO--
--IS ASK.
--BUT JUST STOP.
Why is he doing this? Creating this sick, elaborate scenario?
Just to torture me? No.

There's something else going on here.
I'M NOT YOUR ENEMY, BENJAMIN. THAT WAS THE JACKAL'S GAME...PITTING US AGAINST EACH OTHER.
I'M YOUR BROTHER. AND, YES, BROTHERS FIGHT. THEY HURT EACH OTHER.
BUT THEY ALSO HELP EACH OTHER.
AND I WANT TO HELP YOU.
I WANT TO FULFILL YOUR DREAMS.
I KNOW YOU, BENJAMIN--PERHAPS BETTER THAN YOU KNOW YOURSELF.
AND I KNOW THAT, IN YOUR HEART--
--YOU LOATHE PETER PARKER. DESPISE HIM.
BECAUSE HE STOLE EVERYTHING THAT WAS YOURS.
BUT I CAN GIVE IT ALL BACK, BEN! JUST WISH IT--
--AND I CAN BE MOTHER, FATHER, SISTER, BROTHER--
--WIFE, AUNT, UNCLE. BELOVED OR FRIEND.
EVERYTHING PETER TOOK FROM YOU--
--I CAN RESTORE!
That's insane.

He's insane. Or perhaps...
AND IF YOU DO THIS FOR ME--
...he's just in pain.
If I'm going to get out of this, I've got to keep him talking. I've got to understand him. For my own sake...
--WHAT DO YOU WANT IN RETURN?
...and his.
I'VE ALWAYS BEEN DIFFERENT FROM FATHER'S OTHER CREATIONS.
WHETHER HE DID IT INTENTIONALLY OR NOT, I DON'T KNOW. BUT I WAS BORN WITH THE ABILITY... TO EVOLVE.
I LEARNED TO INCREASE MY STRENGTH. DIVIDE MY FORM AND BEING. EXIST IN MULTIPLE PLACES AT ONCE.
I CAN EVEN MANIPULATE NEARBY MINDS--WHICH IS WHY I'M ABLE TO NEGATE YOUR SPIDER-SENSE.
BUT WHAT GOOD IS THIS EVOLUTION IF I CAN'T FATHOM THE WORLD AROUND ME? THE SPECIES THAT CREATED ME?
I NEED TO KNOW--WHAT IT IS TO BE HUMAN. TO FEEL THE UNIQUE CONNECTION YOU ALL SHARE.
THAT'S WHY I CAME INTO YOUR LIFE AS SCORPION... TRAINER...DIAZ! TO UNDERSTAND YOU, BEN-- AND, THROUGH YOU, HUMANITY!
AND THAT'S WHY I SOUGHT OUT THE OTHERS!
I...I DIDN'T MEAN TO KILL THEM--
--BUT THEY WOULDN'T REVEAL WHAT I NEEDED TO KNOW!
Dear God, those faces...those people: I know them! They're the victims...

...of the "First Date Murderer"!
YOU, OF ALL PEOPLE, SHOULD UNDERSTAND--
--WHAT DROVE ME TO IT!
I DIDN'T ASK TO BE STRIP-MINED FROM YOUR DNA.
RAISED BY THAT ABUSIVE MANIAC! TRANSFORMED INTO A DAMNED FREAK!
THAT'S WHY I NEED YOU TO TEACH ME, BEN! HELP ME UNLOCK THE MYSTERIES--
--OF THE HUMAN HEART!
YOU WANT TO UNDERSTAND HUMANITY, SPIDERCIDE?
THEN THE FIRST THING YOU HAVE TO DO IS TAKE RESPONSIBILITY FOR THE TERRIBLE THINGS YOU'VE DONE--
--AND GIVE YOURSELF UP! I CAN BRING YOU TO DOCTOR KAFKA AND--
KAFKA?!
YOU BOND WITH THAT WITCH...WITH THAT INCONSEQUENTIAL INSECT WHELAN--
--AND YET YOU REJECT ME?!
I'M NOT REJECTING YOU! BUT I CAN'T ALLOW YOU TO--
NO! WE CAN'T ALLOW YOU--
--TO LOCK US AWAY--
--IN SOME LABORATORY AGAIN!
The more he multiplies himself...

THEN I HAVE TO STOP YOU--
...the weaker my bonds become.
SNAPP!
--BEFORE YOU HURT ANYONE ELSE!
ROKK!
Wish I could say the same for these duplicates of his!
WE OFFER YOU PETER PARKER'S LIFE--
TOW!
--THE MANIFESTATION OF ALL YOUR DREAMS--
--AND THIS IS HOW YOU REPAY US?!
YOU DON'T UNDERSTAND--

I DON'T WANT PETER'S LIFE!
And as I say it, I fully realize it...
...for the first time.
I'VE BEEN HIDING IN THAT SUFFOCATING APARTMENT... OR BEHIND THE SPIDER'S MASK...PUSHING PEOPLE AWAY!
WOK!
BEN, THE LONER! THE MAN WHO DOESN'T WANT OR NEED FRIENDS!
KRAKK!
BUT THAT WAS A LIE I TOLD MYSELF, BECAUSE I COULDN'T LET GO OF THE LIFE I ONCE LIVED AS PARKER!
NO MATTER HOW MANY TIMES I THOUGHT I'D SHUT THE DOOR ON THE PAST--
--A PART OF ME KEPT OPENING IT... HOPING I COULD GO BACK!
AND YOU'RE RIGHT--I HAVE BEEN ANGRY AT PETER!
I'VE RESENTED HIM AND MJ--AND ALL THEY'VE BUILT TOGETHER!
BUT NOT ANYMORE!

THANKS TO DOCTOR KAFKA... TO EDWARD...AND, BELIEVE IT OR NOT, TO YOU, SPIDERCIDE--
SWAPT!
--I CAN FINALLY SEE-- THAT HOWEVER MUCH A MAN MAY TREASURE THE PAST--
Something's wrong.
His duplicates-- they're losing cohesion.
--THE REAL TREASURE--
--LIES IN THE FUTURE!
Breaking apart. Splattering like wet clay.
KWOOOM!
BEN REILLY'S FUTURE!
However powerful he is, there are clearly limits. Which means there's a chance...
...I can take him down.
THU-DA-TOOOOM!

Look at them down there: staggering. Confused.
Their bodies trembling. Oozing.
Warped and unstable.
And Spidercide--
KRODOM
--it's happening to him too!
Our minds, our hearts, are more connected than I realized.
Because I can actually feel his pain...
...almost as if it were my own.
MY ARROGANCE... HAS UNDONE ME!
THE CONSTANT... REPLICATION... HAS BROKEN MY GENETIC MATRIX!
MY VERY CELLS...ARE ON FIRE! SOMETHING TERRIBLE...IS HAPPENING INSIDE ME--
--AND I CAN'T STOP IT!
THEN LET ME HELP YOU!
I'LL TAKE YOU TO RAVENCROFT!
WE'LL FIND A WAY TO REVERSE THE PROCESS--

--AND SAVE YOUR LIFE!
EVEN AFTER... ALL I'VE DONE--
--YOU ACTUALLY... CARE ABOUT ME?
YES. BECAUSE WHAT YOU SAID BEFORE WAS RIGHT. WE ARE BROTHERS.
AND, YES, BROTHERS FIGHT. THEY HURT EACH OTHER.
BUT THEY HELP EACH OTHER IN THE END. THEY HAVE TO.
BECAUSE THAT'S WHAT FAMILIES DO.
THEN YOU...ARE A FOOL--
--AND SO AM I!
I'M NO MAN'S...BROTHER. I'M SOMETHING... VILE. A DEFORMITY. A DISEASE.
I SHOULD NEVER... HAVE BEEN BORN.
AND I DON'T DESERVE TO LIVE!
BUT WE CAN--
SWAK!!
The heat radiating from his body is like an inferno.
He howls like a gutted wolf...
...and there's nothing I can do to--

KA-KROOOOOM!
"SPIDERCIDE'S MOLECULAR STRUCTURE BECAME *UNSTABLE* SOMEHOW. AND HE JUST--
"--ERUPTED.
"I SEARCHED THROUGH THE WAREHOUSE WRECKAGE--"

--BUT THERE WAS NO SIGN OF HIM...AS IF HE'D DISSOLVED INTO NOTHING.
TOOK EVERYTHING I HAD TO GET MYSELF HOME...CLEAN UP...TEND TO MY WOUNDS.
SLEPT LIKE DEATH FOR A FEW HOURS. COULD'VE KEPT SLEEPING FOR DAYS--
--BUT I WANTED YOU AND EDWARD TO KNOW WHAT HAPPENED. AND THAT IT'S FINALLY OVER.
WHY WAS IT SO IMPORTANT TO TELL US SO QUICKLY? IT COULD HAVE WAITED.
WHY? I GUESS IT'S BECAUSE THE TWO OF YOU--
--ARE MY FRIENDS.
TOOK YOU LONG ENOUGH TO ADMIT THA--
DOCTOR KAFKA!
WHAT IS IT, DOCTOR LIU?
TAKE A LOOK--
--AT THE MONITORS.
That pain: so deep. So familiar.
THE INMATES!
THEY'RE ALL LOOSE!

HOW DID THIS HAPPEN?
THERE WAS NO ALARM! OUR DEFENSE PROGRAMS DIDN'T KICK IN!
THAT'S BECAUSE I HACKED THE SECURITY SYSTEM.
MY GOD...WHY?
Almost as if it were my own.
BECAUSE THIS ISN'T DOCTOR LIU!
THE GOOD DOCTOR MET WITH A...TRAGIC ACCIDENT SOME WEEKS AGO. I'VE BEEN HERE, IN HIS PLACE--
--EVER SINCE.
BUT I SAW YOU DIE!
YOU SAW ASPECTS OF ME DIE. AND, MAKE NO MISTAKE, IT WAS A TORTUROUS DEATH.
BUT THIS ASPECT SURVIVED. IT WAS A SHAME TO LOSE THE OTHERS... BUT, IN THE END--
--I'M MORE THAN ENOUGH.
SLAM!
SPIDERCIDE, LISTEN! WHAT I SAID BEFORE IS TRUE! I WANT TO HELP YOU!
LET ME DO WHAT YOU ASKED! TEACH YOU ABOUT HUMANI--
YOU DON'T UNDERSTAND, BENJAMIN. I REALIZED, IN MY MOMENT OF EXTINCTION--
--THAT I'LL NEVER FATHOM YOUR KIND. AND WHY SHOULD I? IF I AM INDEED A WARPED, INHUMAN MONSTER--
--THEN I NEED TO EMBRACE THAT! REJECT HUMANITY--
--AND YOU ALONG WITH IT!
AT LEAST LET MY FRIENDS GO. PLEASE.
I'LL RELEASE THEM... FOR NOW. AFTER ALL, THE THREE OF YOU--
THUMPP

"--HAVE MORE URGENT MATTERS TO ATTEND TO!"

#5

No screaming sirens: The cells just open with the gentlest hiss-- and out pours...
...bedlam.
Costumed psychopaths exulting in their sudden freedom. Brutalizing John Jameson and his security team. Tearing Ravencroft Institute apart.
And it's all because of him.
THE HUMANITY AGENDA
Part Five: A THIN LINE

Spidercide.
WHY HAVE YOU DONE THIS?
I THOUGHT YOU WANTED MY HELP! WANTED TO UNDERSTAND HUMANITY AND--
YOU THOUGHT... AND SO DID I. BUT THAT WAS BEFORE I HAD MY REVELATION.
WHEN MY OTHER SELF...MY DUPLICIDE, IF YOU WILL... WAS DYING IN THAT WAREHOUSE--
--I SAW THE TRUTH THAT HAD BEEN HIDING, IN PLAIN SIGHT, ALL ALONG.
LAST ISSUE. --DANNY
I'M YOUR DEFECTIVE CLONE, BENJAMIN. A REPUGNANT ABERRATION. A MONSTER.
DESPITE MY BEST EFFORTS, I CAN NO MORE FATHOM HUMANITY... THAN IT CAN FATHOM ME. AND SO I EMBRACE MY INHUMANITY... REVEL IN IT--
--AND REMAKE MYSELF IN THE PROCESS!
WHAT DO YOU THINK? A NEW LOOK FOR A NEW ME! AND WHAT BETTER LOOK--
--THAN ONE THAT MOCKS YOU AND ALL YOU STAND FOR?
NOW, BEFORE YOU COME CHARGING AT ME--
--AND I KNOW YOU WANT TO--
--I SUGGEST YOU TURN YOUR ATTENTION TO THE INMATES I ARMED AND RELEASED...BEFORE THEY MURDER EVERY GUARD IN THE PLACE--
SECURITY BREACH

--AND THEN CARRY THAT SLAUGHTER OUT BEYOND THESE GATES!
He's right.
But I can't leave Doctor Kafka and Edward with Spidercide. He'll--
I KNOW YOU'RE WORRIED ABOUT US, BEN-- BUT WE'RE NOT IMPORTANT!
GO!
I SWEAR TO GOD, IF YOU HURT THEM--
ASHLEY KAFKA M D
DIRECTOR
YES, YES-- YOU'LL MAKE ME RUE THE DAY I WAS BORN!
NOW BE ON YOUR WAY... SPIDER-MAN! THERE ARE LUNATICS TO BE STOPPED--
"--AND I KNOW THEY'LL BE DELIGHTED TO SEE YOU!"
So I leave my friends behind.
"Friends"? A few weeks ago, I wouldn't have called them that.
But Kafka and Edward have helped me see that I'm not the man I was during my years of exile.
That I can't live life walled off from people anymore.
They are my friends...
...and I can't lose them now.
DON'T BE AFRAID, WHELAN. I ONLY WANT TO HELP YOU.
HEAL YOU.
THIS IDIOT THERAPIST HAS ROBBED YOU OF YOUR FIERCE WILL. YOUR STRENGTH AND POWER.
AND I INTEND TO GIVE IT BACK.
SHHLUP
I can hear the chaos from here.

Roars of pain, deranged laughter, echoing through the halls.
If only I'd known that Dr. Liu was dead, that one of Spidercide's other selves...
(What did he call it? A duplicide?)
...had taken his place at Ravencroft...
...maybe I could have prevented this.
CAN YOU FEEL ME INSIDE YOUR HEAD, JAMESON?
YOUR FEEBLE LITTLE MIND IS LIKE CLAY TO TYPHOID MARY.
No. Forget the "maybes." That's a losing game. Don't look back. Move forward...
I CAN TWIST AND MOLD YOUR THOUGHTS INTO ANY SHAPE I'D LIKE.
AND WHAT I WANT IS FOR YOU TO POINT THAT WEAPON AT YOUR HEAD--
--AND THEN PULL THE TRIG--
THWIP
...and start saving lives.
GET YOUR TEAM OUT OF HERE, JOHN!
THWAP THWAP THWAP
WE CAN'T LEAVE YOU ALONE! THERE ARE TOO MANY OF THEM!
I'VE GOT THIS!
Here's hoping he believes that...

...more than I do.
...HOW DID YOU DO THAT TO EDWARD?
AS BENJAMIN KNOWS, I'M NOT LIKE THE OTHER CLONES. I'M CONSTANTLY EVOLVING. DISCOVERING NEW ABILITIES.
SO IT WAS A SIMPLE MATTER TO BURROW INSIDE WHELAN AND ACTIVATE THE DORMANT DNA IN HIS CELLS.
IT'S BETTER THIS WAY, DOCTOR. WHELAN'S NOT HIDING ANYMORE. HE'S EMBRACING HIS TRUE NATURE.
AND WHAT ABOUT YOU? WHO ARE YOU REALLY?
YOU SAY YOU'RE WEARING THAT COSTUME TO MOCK HIM. BUT I SUSPECT THE REAL REASON IS THAT YOU WANT TO BE HIM. BECAUSE YOU KNOW--
--THAT SOMEWHERE... DEEP DOWN IN YOUR CORE...YOU ARE HIM. YOU SAID IT YOURSELF--
--YOU'RE HIS CLONE--CREATED FROM THE SAME BIOLOGICAL STUFF. THE SAME HOPES AND FEARS AND ASPIRA--
--TIONS...!
YOU DON'T KNOW ME!
YOU DON'T KNOW ANYTHING ABOUT ME!
BUT I KNOW HIM. AND I KNOW HE'S ALIVE INSIDE YOU.
I'M NOTHING LIKE HIM!
SNAKT
REILLY'S EVERYTHING I'M NOT! EVERYTHING I HATE!
AND...AND YOU KNOW WHAT THEY SAY. THERE'S A VERY THIN LINE--
--BETWEEN LOVE AND HATE.
Feels good using my impact webbing and stingers again. Since I've been back...

...I've been trying so hard to be the Spider-Man everyone knows...
PREPARE TO FACE THE VENGEANCE OF KRAVEN THE HUNTER!
...that I've been ignoring the weapons I designed when I was the Scarlet Spider. But if I'm going to survive this...
...I have to follow my own vision of Spider-Man...
FIP!
FIP!
FIP!
YOU MAY BE GREAT AT DISGUISES, CHAMELEON--
...not Peter Parker's.
--BUT YOU'RE A TERRIBLE ACTOR! AND YOUR DIALOGUE?
WHO WRITES THAT STUFF?
That takes care of Smerdyakov. But I've still--
TOOOOK!
GOT YOU, LITTLE BUG-MAN!
Mr. Hyde!
Have to take him out fast. This brute's powerful enough to crush the life out of me without breaking a--
Wait.
WHAT THE BLOODY HELL...?
Something's got him spooked.
YOU CALL YOURSELF A MONSTER, SPIDERCIDE.
BUT I THINK YOU'RE TERRIFIED BY THE POSSIBILITY--

"--THAT YOU'RE ONLY A MAN."
YOU WANT TO TAKE ON A SPIDER, HYDE?
TRY ME!
OR ARE YOU AFRAID?
I'M NOT AFRAID OF--
--ANY... ONE...?
A CONVINCING ILLUSION TO RATTLE THE GIANT...SOME HALOTHANE VAPORS TO PUT HIM TO SLEEP--
--AND I PROVE, ONCE AGAIN, WHAT A MASTER SHOWMAN I AM!
MYSTERIO?
HISSSSSSSSSS
AT YOUR SERVICE!
BUT... WHY?
SIMPLE: I'M AN ARTIST! THIS BUNCH? THEY'RE PSYCHOS!
WHEN I DESTROY YOU... AND I WILL--
--IT WILL BE DONE WITH ELAN! WITH THOUGHT AND CARE AND--
ROWWWR
NO!
GET OFF OF ME!
That thing: It's Edward! Or at least...
...it used to be!
I'M NOT ONE OF YOUR MALLEABLE PATIENTS, KAFKA!
YOUR PSYCHIATRIC MIND GAMES WON'T WORK WITH ME!
THIS ISN'T A GAME!

"THIS IS ABOUT YOUR SOUL!"
KAAS
SSHH!
CHEW YOUR FLESSSSSH!
SSSSLURP YOUR BL--
EDWARD!
THMP!
Peter told me about the terrible abuse Edward suffered as a child...
NO!
...and how Baron Zemo used the toxic beliefs that abuse left in his unconscious...
...to transform Edward into the man-rat called Vermin.
But hearing about it and seeing it...
SSSSPIDER.
HATE YOU!
HURT YOU!
...are two very different things.
I DON'T HAVE A SOUL!
I can feel the rage... the savagery...

...rolling off him in waves. That creature wants me dead! It--
EDWARD... LISTEN TO ME.
No, he isn't a creature. He's your friend: a good and decent man who's been traumatized into believing he's something that he's not.
And that's a situation I can certainly relate to.
I DON'T KNOW WHAT SPIDERCIDE DID TO DRAG VERMIN BACK UP FROM THE DEPTHS OF YOUR PSYCHE--
--BUT THIS ISN'T YOU.
I KNOW HOW HARD YOU WORKED TO HEAL...MOVE BEYOND THE PAIN OF THE PAST.
AND YOU DID IT! VERMIN IS DEAD!
BEN...?
DON'T LET HIM LIVE AGAIN!
BEN!
GET DOWN!
SWARM!
But if not for Ver--
Edward...
I don't know if I'm just distracted...or if Spidercide is still muting my spider-sense somehow.

...I might be dead right now.
THERE'S ONLY ONE WAY TO STOP HIM! THE MAN--
--OR WHAT'S LEFT OF THE MAN--
--AT THE CENTER OF THE SWARM--
--HAS TO COME OUT!
SHRIPPPPP
VON MEYER WILL RECONSTITUTE HIMSELF EVENTUALLY, BUT FOR NOW--
FOR NOW, LITTLE MOUSE--
SKREEEEEEEE
--YOU'RE CAUGHT IN A TRAP!
Frances Louise Barrison. Shriek.
Another tortured soul, irrevocably damaged by the abuses of her childhood.
KRAMM!
ED!
So many of these inmates have been just as traumatized by life as Edward.
I--I'M ALL RIGHT... SPIDER-MAN. VERMIN'S... GONE.
I call them "crazy" as a way to protect myself. Because if I slap that label on them...
BUT I'M SO WEAK... I CAN BARELY...

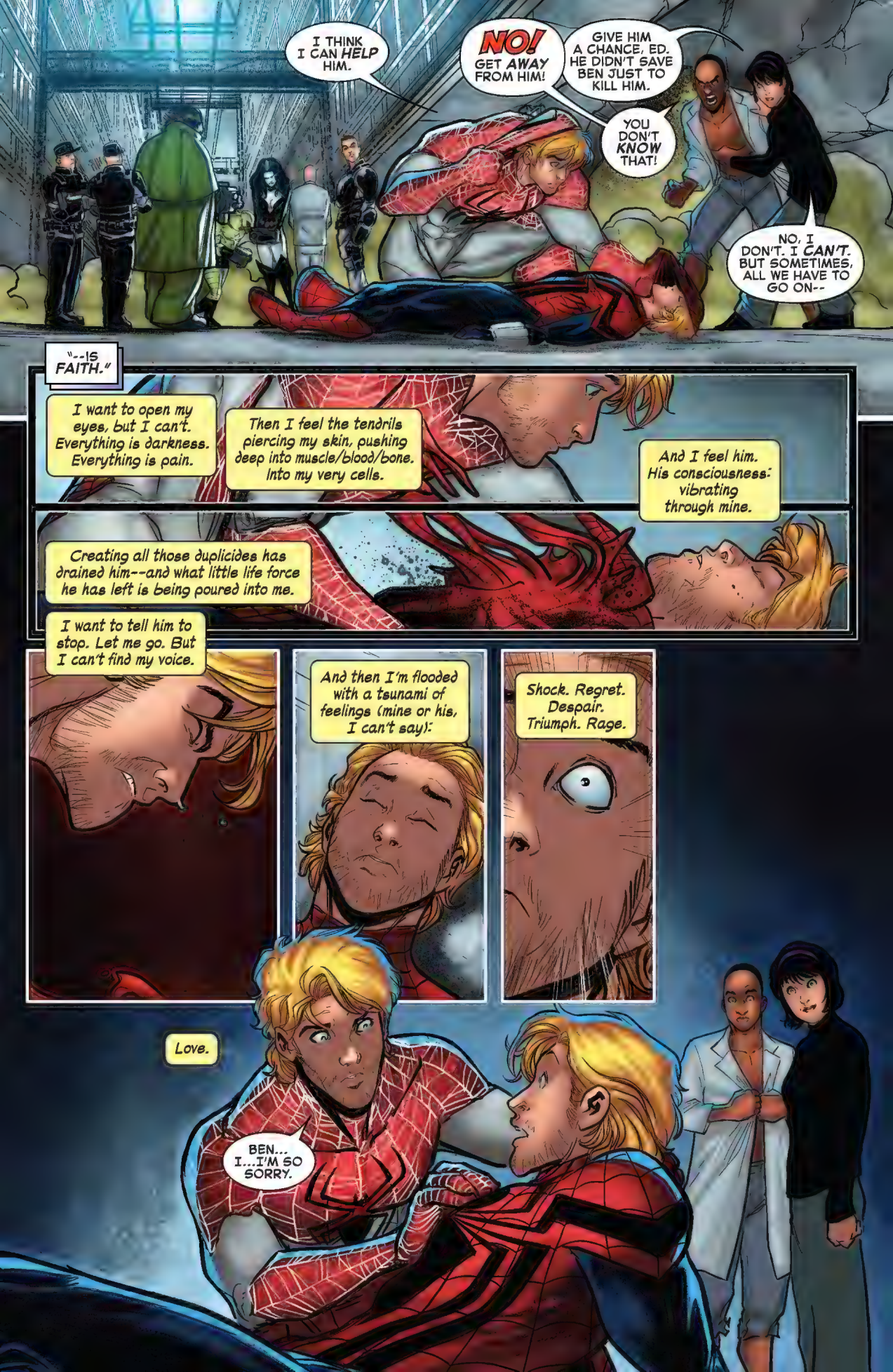
...I don't have to see them as human beings. Don't have to open myself to their suffering and pai--
SKREEOOOOW!
Okay, Reilly: Leave the analysis to Dr. Kafka and focus before--
HEY, WEBS--HEARD THROUGH THE GRAPEVINE THAT YOU WENT UP AGAINST SOMEONE PRETENDING TO BE ME!
BUT YOU'RE FACING THE REAL SCORPION NOW AND--
SWAAPT!
IN OUR SECOND ISSUE. --DANNY
AND YOU TALK TOO MUCH, GARGAN.
WORDS ARE ALMOST AS USELESS AS THAT RIDICULOUS TAIL OF YOURS.
HEY!
THE TRUE PATH TO VICTORY--
--IS THROUGH THE MIND.
NOW WATCH AS I WORM MY WAY INTO THE SHADOWED CORNERS OF THE ARACHNID'S PSYCHE--
No.
--AND DRAG UP ALL THE FEAR AND SHAME.
Get out of my head.
THE DOUBT AND SELF-LOATHING.
Get. Out. Of. My.
HEAD!
STOOOOM!

YOU THINK I DON'T KNOW I HAVE DEMONS CRAWLING AROUND IN THERE? I LIVE WITH THEM EVERY DAMN DAY.
AND GUESS WHAT?
I'M OKAY WITH THAT.
BECAUSE THEY'RE NOT WHO I AM--ANY MORE THAN VERMIN IS EDWARD.
WE'VE ALL GOT OUR DEMONS. AND THE SOONER WE FACE THEM--
SLAM!
--THE SOONER WE'LL BE FREE!
CLAP CLAP CLAP CLAP
BRAVO, BENJAMIN! A MARVELOUS PERFORMANCE!
COMPLETE NONSENSE, OF COURSE--BUT EXTREMELY ENJOYABLE!
YOU'LL NEVER BE FREE OF YOUR DEMONS, BROTHER. JUST AS YOU'LL NEVER BE FREE OF ME.
CLAP CLAP CLAP
OR THEM.
YOU SEE, WHEN DR. LIU... WHEN I...RELEASED THESE FINE SPECIMENS, I GIFTED EACH ONE WITH A TINY FRAGMENT OF MY OWN DNA.
ENOUGH TO GIVE THEM A RATHER INTENSE ADRENAL BOOST. NO MATTER HOW MANY TIMES YOU KNOCK THEM DOWN--
--THEY'LL KEEP GETTING BACK UP AGAIN. IT WON'T LAST FOREVER. JUST LONG ENOUGH--

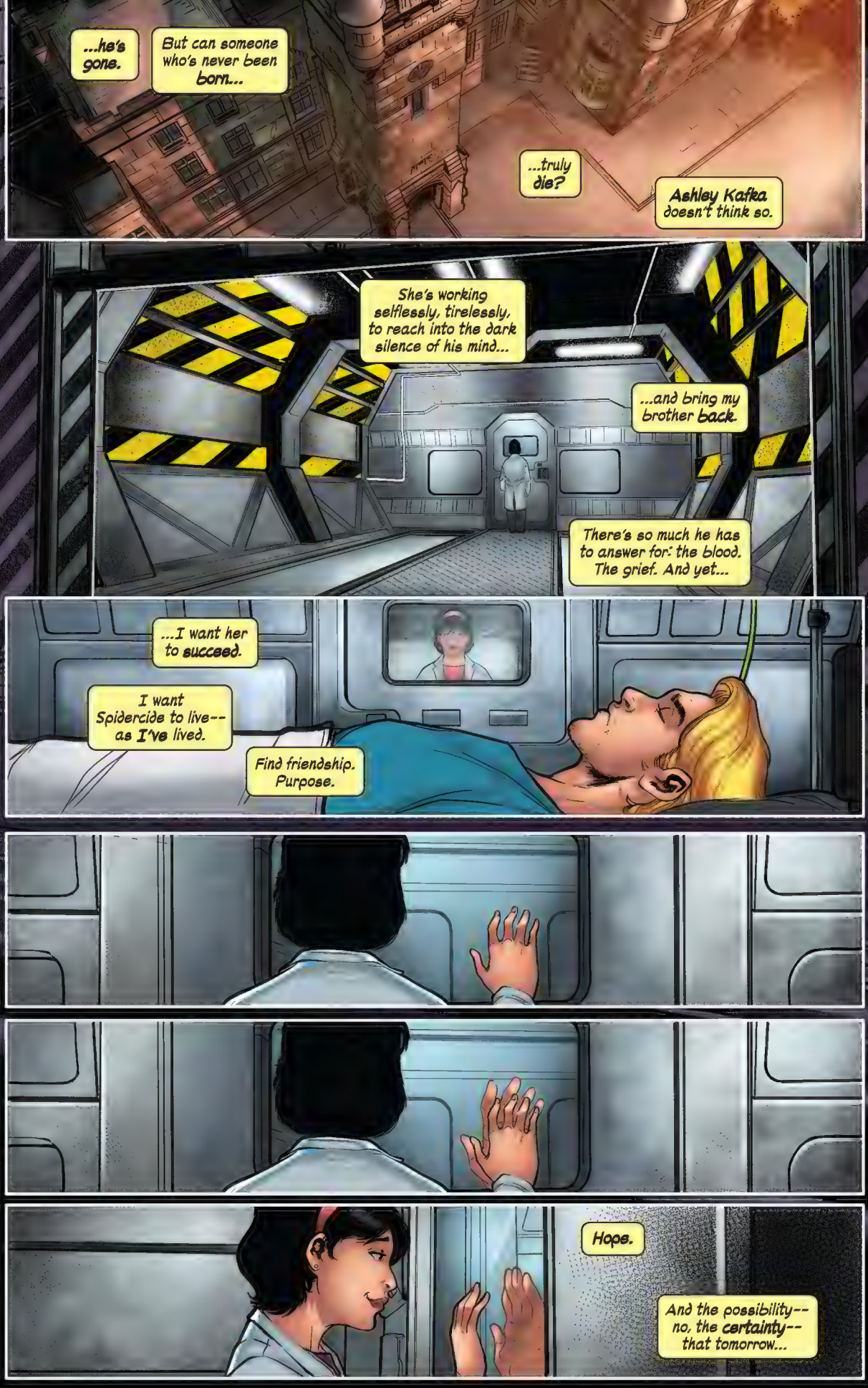
--FOR THEM TO KILL YOU.

...NO...
NO!

DAMN YOU, KAFKA--
--YOU WERE RIGHT!
TOOM!
LIKE IT OR NOT--REILLY IS A PART OF ME!
THE ONLY SPARK OF DECENCY...OF HUMANITY... IN MY WARPED, CORRUPTED HEART!
SMOKK!
KRAAAK!
AND I CAN'T LET HIM DIE.
YOU--
YOU MAY BE TOO LATE.


I THINK I CAN HELP HIM.
NO! GET AWAY FROM HIM!
GIVE HIM A CHANCE, ED. HE DIDN'T SAVE BEN JUST TO KILL HIM.
YOU DON'T KNOW THAT!
NO, I DON'T. I CAN'T. BUT SOMETIMES, ALL WE HAVE TO GO ON--
"--IS FAITH."
I want to open my eyes, but I can't. Everything is darkness. Everything is pain.
Then I feel the tendrils piercing my skin, pushing deep into muscle/blood/bone. Into my very cells.
And I feel him. His consciousness: vibrating through mine.
Creating all those duplicides has drained him--and what little life force he has left is being poured into me.
I want to tell him to stop. Let me go. But I can't find my voice.
And then I'm flooded with a tsunami of feelings (mine or his, I can't say):
Shock. Regret. Despair. Triumph. Rage.
Love.
BEN... I...I'M SO SORRY.

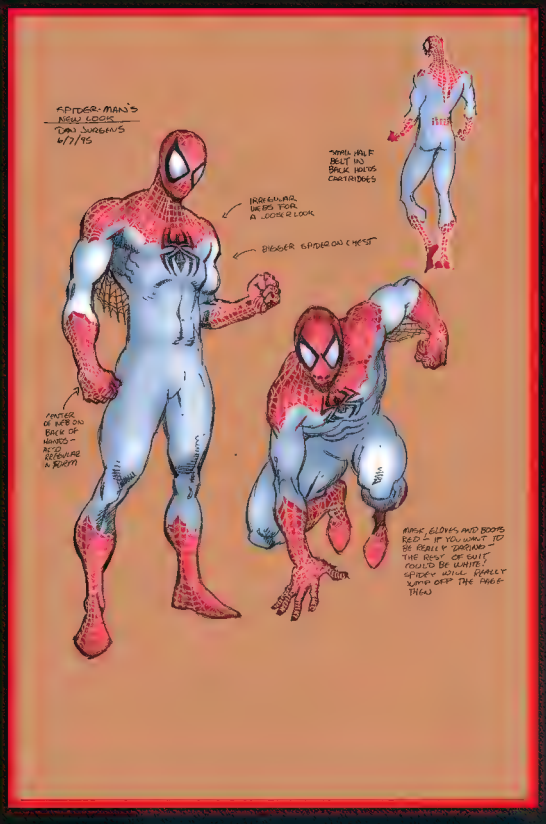
SORRY? YOU SAVED ME. YOU--
MAYBE... MAYBE I'M NOT SUCH A MONSTER AFTER ALL...?
YOU'RE AS HUMAN AS I AM, BROTH--
...GURGH...
WHAT IS IT?
WHAT'S WRONG?!
He looks at me with confusion, frustration. As if there's some fundamental truth he wants to grab hold of...
...but it's just out of reach.
And then...


...he's gone.
But can someone who's never been born...
...truly die?
Ashley Kafka doesn't think so.
She's working selflessly, tirelessly, to reach into the dark silence of his mind...
...and bring my brother back.
There's so much he has to answer for: the blood. The grief. And yet...
...I want her to succeed.
I want Spidercide to live-- as I've lived.
Find friendship. Purpose.
Hope.
And the possibility-- no, the certainty-- that tomorrow...

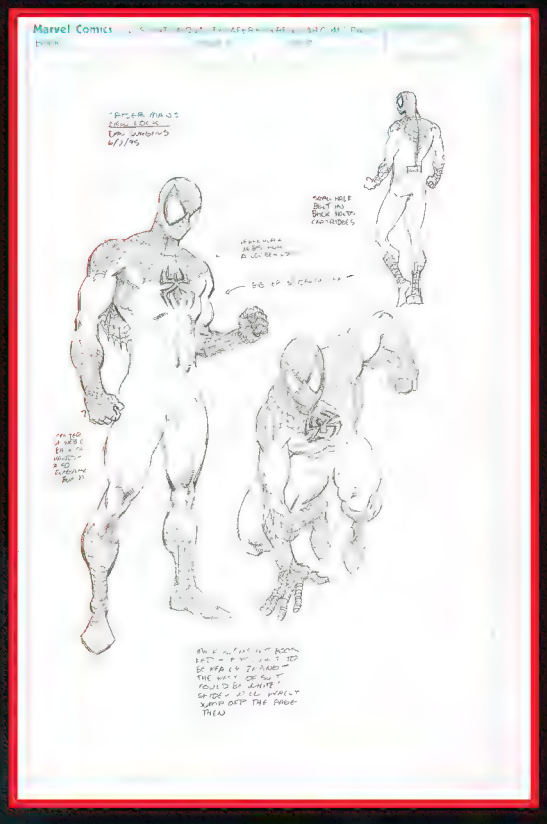
...will be better than today.
End.

#1 VARIANT BY
SKOTTIE YOUNG

#1 VARIANT BY
ALEX MALEEV


SPIDER-MAN'S
NEW LOOK
DAN JURGENS
6/7/95
SPIDER-MAN'S HALF BELT IN BACK HOLDS CARTRIDGES
IRREGULAR LINES FOR A LOOSER LOOK
BIGGER SPIDER ON CHEST
PANTS OR SHORTS ON BACK OF LEGS - NOT REGULAR IN FRONT
MASK, GLOVES AND BOOTS RED - IF YOU WANT TO BE REALLY DARING - THE RISK OF SUIT COULD BE WHITE! SPIDEY WOULD REALLY JUMP OFF THE PAGE THEN

#1 DESIGN VARIANT BY
DAN JURGENS & ALEX SINCLAIR



#1 SKETCH DESIGN VARIANT BY
DAN JURGENS

#1 VARIANT BY **DAN JURGENS, BRETT BREEDING & ALEX SINCLAIR**

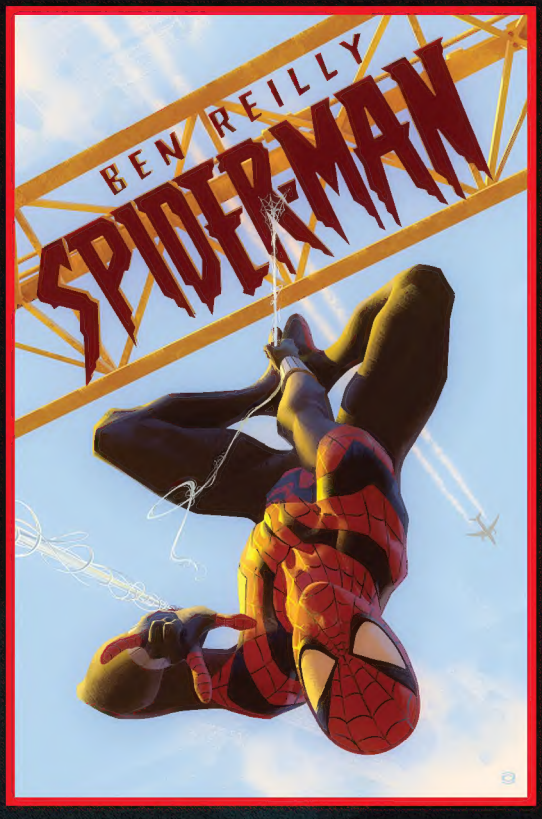
#2 VARIANT BY **DAN JURGENS, BRETT BREEDING & ALEX SINCLAIR**

#2 VARIANT BY **DAVID LAFUENTE & JIM CAMPBELL**

#3 VARIANT BY **DAN JURGENS, BRETT BREEDING & ALEX SINCLAIR**

#3 VARIANT BY
DECLAN SHALVEY

#4 VARIANT BY **DAN JURGENS, BRETT BREEDING & ALEX SINCLAIR**



#4 VARIANT BY
ALEX GARNER

#5 VARIANT BY **DAN JURGENS, BRETT BREEDING & ALEX SINCLAIR**

KAMIC RIDER
MARIKA